

World Sailing Limited

(company registration number 79772C) (World Sailing, the Company or the Federation)

Written Special Resolutions – Explanatory Note

This explanatory note accompanies the written special resolutions that were circulated by the Board on 18 May 2022 (“**Written Special Resolutions**”).

This explanatory note is set out in three sections as follows:

- **Part 1:** Background
- **Part 2:** Written Special Resolutions
- **Part 3:** Next Steps

The information provided in this explanatory note has been made available for general information purposes only.

PART 1: BACKGROUND

On 1 March 2022, World Sailing (also referred to as the Federation) issued a statement (“**Statement 1**”) confirming that it would join the International Olympic Committee (IOC) and global sports organisations in taking the decision to suspend the participation of Russian and Belarusian athletes and officials in World Sailing owned and sanctioned competitions and events until further notice (full statement available [here](#)).

The Board has considered this matter with regard to the fact that the Federation is being put under increasing pressure from its stakeholders to take action prior to the Mid-Year Meeting (scheduled to take place in Abu Dhabi from 26 – 29 May 2022).

On 18 April 2022, World Sailing issued a follow up statement (“**Statement 2**”) to Statement 1 confirming that the Board agreed (at a board meeting on 6 April 2022) to set in motion the processes and approvals from its stakeholders to enable in extraordinary circumstances the temporary suspension of the participation of members of committees, commissions, working parties, the Council and any other relevant body of World Sailing (full statement available [here](#)).

By way of update and as contemplated by Statement 2, the World Sailing Legal Team has now completed their review of World Sailing’s constitution and Regulations and reported their findings to the Board at a Board meeting on 17 May 2022 (“**May Board Meeting**”).

At the May Board Meeting, the Board agreed:

1. The text of the two (2) written special resolutions (as referred to at Part 2 below) (“**Written Special Resolutions**”) proposing certain changes to the Company’s current articles of association;
2. To circulate the Written Special Resolutions to all eligible member national authorities (“**MNAs**”) of the Federation and anyone else entitled to receive notice of a General Meeting in accordance with the Company’s current articles of association; and
3. To act on the decisions returned by the Written Special Resolutions and those applying (if approved and adopted) the Company’s new articles of association.

PART 2: WRITTEN SPECIAL RESOLUTIONS

The Board has circulated two Written Special Resolutions with this explanatory note, Written Special Resolution 1 (as referred to at Part 2, A below) and Written Special Resolution 2 (as

referred to at Part 2, B below). Written Special Resolution 2 is conditional upon Written Special Resolution 1 being duly passed.

A. Written Special Resolution 1

The proposed adoption of a new Article 104 which, in summary, inserts a new Schedule D, which if incorporated, would provide for:

Part 1 of Schedule D

- Members of the Federation at a General Meeting or by written resolution requiring a 75% majority of the votes cast to consider and apply a threshold to temporarily suspend one or more members of Council or the Election Committee.
- The threshold is set out at Appendix 1 to this note and labelled Threshold 1.
- If the members of the Federation determine Threshold 1 is met the affected individual shall be temporarily suspended meaning they have no privileges or rights in respect of Council or the Election Committee.

Part 2 of Schedule D

- Council at a Council Meeting or by written resolution requiring a 75% majority of the votes cast to consider and apply a threshold to temporarily suspend one or more members of "Relevant Bodies" including but not limited to committees, sub-committees, commissions and the Judicial Board.
- The threshold is set out at Appendix 1 to this note and labelled Threshold 2.
- If Council determines Threshold 2 is met the affected individual shall be temporarily suspended meaning they have no privileges or rights in respect of the Relevant Body.

Note that under both Part 1 and Part 2 of Scheduled D:

- The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in the circumstances that gave rise to the suspension, the Board shall pass the matter back to the members of the Federation to determine.
- An affected individual may appeal in certain circumstances and the appeal will be heard by an Independent Panel appointed by the Judicial Board.
- Any suspension shall remain in force pending the Independent Panel's decision.

B. Written Special Resolution 2

Provided that Written Special Resolution 1 is duly approved, Written Special Resolution 2 provides the opportunity for the eligible MNAs of World Sailing to consider and apply Threshold 1 to determine whether to temporarily suspend any relevant member(s) of Council.

PART 3: NEXT STEPS

1. Please carefully read and consider both Written Special Resolutions before voting
2. Please complete the voting page (page 4) of the Written Special Resolutions
3. Please note the points on page 5, including that votes must be reach the Executive Office by **1300 UTC on 23 May 2022** by emailing office@sailing.org

Appendix 1

Threshold 1

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, a member of Council or the Election Committee may be temporarily suspended by a decision of a General Meeting or written resolution (which shall be valid and effective as if it had been passed at a duly convened General Meeting) passed as a Special Resolution (requiring a 75% majority of the votes cast) if:
- (i) the member of Council or the Election Committee is
 - (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,a country or territory whose actions the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
 - (ii) the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine that it is no longer appropriate for that member to continue as a member of Council or the Election Committee because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member's ongoing membership of Council or the Election Committee.

Appendix 2

Threshold 2

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, Council may temporarily suspend one or more members of a committee, sub-committee, commission, working party, forum, Judicial Board or members of any Divisions and Sections (a “Relevant Body”) by a decision of a Council Meeting or a written resolution (which shall be valid and effective as if it had been passed at a duly convened Council meeting) passed by a 75% majority of the votes cast:
 - (i) the member is
 - (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,a country or territory whose actions Council determines (under the threshold set out at paragraph (a) above) are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
 - (ii) Council determines (under the threshold set out at paragraph (a) above) that it is no longer appropriate for that member to continue as a member of the Relevant Body because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member’s ongoing membership of the Relevant Body.

Company Number: 79772C

THE COMPANIES ACTS 1931 TO 2004

COMPANY LIMITED BY GUARANTEE

**WRITTEN SPECIAL RESOLUTIONS OF
WORLD SAILING LIMITED**

Circulation Date: 18 May 2022

Pursuant to Article 102(j) of the Articles of Association, the directors of the Company propose the following resolutions are passed as written special resolutions of the Company:

WRITTEN SPECIAL RESOLUTION 1

- 1 THAT the Articles of Association be and are hereby amended by the insertion of new Article 104 and Schedule D as follows:

“104. Notwithstanding any other Article or Regulation, the provisions of Schedule D shall apply and take precedence over any conflicting Article or Regulation.”

“SCHEDULE D

PART 1

**“TEMPORARY SUSPENSION OF MEMBERS OF COUNCIL AND THE
ELECTION COMMITTEE**

- (a) **In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, a member of Council or the Election Committee may be temporarily suspended by a decision of a General Meeting or written resolution (which shall be valid and effective as if it had been passed at a duly convened General Meeting) passed as a Special Resolution (requiring a 75% majority of the votes cast) if:**
- (i) **the member of Council or the Election Committee is**
 - (1) **a national of;**
 - (2) **a member of the Member National Authority of; or**
 - (3) **affiliated to the Member National Authority of,**
a country or territory whose actions the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
 - (ii) **the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine that it is no longer appropriate for that member to continue as a member of Council or the Election Committee because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or**

reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member's ongoing membership of Council or the Election Committee.

- (b) The Board shall be authorised to act following the return of any decision taken in accordance with paragraph (a) above and promptly notify any affected member(s) of Council or the Election Committee of such decision and shall publish the decision of the eligible voting members on the Federation's website.
- (c) The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in circumstances giving rise to the suspension, the Board shall promptly notify any affected member and convene an Extraordinary General Meeting in accordance with Article 23 or use the written resolution procedure in accordance with Article 102(j) for the members of the Federation to reconsider any such suspension as a Special Resolution. The Board shall then promptly notify the decision of the Special Resolution at the General Meeting or written Special Resolution to any affected member and publish the decision of the General Meeting or written Special Resolution on the Federation's website.
- (d) Whilst such a suspension is in force, no affected member of Council or the Election Committee has any privileges or rights in respect of Council or the Election Committee, nor may they participate in any proceedings of Council or the Election Committee. This includes, but is not limited to, attending meetings, receiving papers and communications, receiving minutes, counting for the purpose of quorum and voting, and appointing an alternate member.
- (e) Any affected member of Council or the Election Committee may appeal against (i) a decision to suspend them in accordance with paragraph (a); or (ii) a decision to maintain their suspension in accordance with paragraph (c). The affected member of Council or the Election Committee shall submit their written grounds of appeal and any documents on which they rely to the Chief Executive Officer of the Federation within seven days of being notified of any such decision to suspend them or to maintain their suspension. The Board, acting on behalf of the Federation, shall then within seven days file its written response to the grounds of appeal and any documents on which it relies. The appeal will then be heard by an Independent Panel appointed by the Judicial Board in accordance with the Regulations. Any suspension shall remain in force pending the Independent Panel's decision.

PART 2

TEMPORARY SUSPENSION OF MEMBERS OF COMMITTEES, SUB-COMMITTEES AND OTHER BODIES OF THE FEDERATION

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, Council may temporarily suspend one or more members of a committee, sub-committee, commission, working party, forum, Judicial Board or members of any Divisions and Sections (a "Relevant Body") by a decision of a Council Meeting or a written resolution (which shall be valid and effective as if it had been passed at

a duly convened Council meeting) passed by a 75% majority of the votes cast:

- (i) the member is
 - (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,a country or territory whose actions Council determines (under the threshold set out at paragraph (a) above) are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
 - (ii) Council determines (under the threshold set out at paragraph (a) above) that it is no longer appropriate for that member to continue as a member of the Relevant Body because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member's ongoing membership of the Relevant Body.
- (b) Council shall promptly notify any affected member(s) of any Relevant Body of such decision and shall publish the decision on the Federation's website.
 - (c) The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in circumstances giving rise to the suspension, the Board shall promptly notify any affected member and ask Council to reconsider any such suspension. The Board shall then promptly notify the decision of Council to any affected member and publish the decision of Council on the Federation's website.
 - (d) Whilst such a suspension is in force, no affected member of a Relevant Body has any privileges or rights in respect of the applicable Relevant Body, nor may they participate in any proceedings of the applicable Relevant Body. This includes, but is not limited to, attending meetings, receiving papers and communications, receiving minutes, counting for the purpose of quorum and voting, and appointing an alternate member (as the case may be).
 - (e) Any affected member of a Relevant Body may appeal against (i) a decision to suspend them in accordance with paragraph (a); or (ii) a decision to maintain their suspension in accordance with paragraph (c). The affected member of a Relevant Body shall submit their written grounds of appeal and any documents on which they rely to the Chief Executive Officer of the Federation within seven days of being notified of any such decision to suspend them or to maintain their suspension. The Board, acting on behalf of the Federation, shall then within seven days file its written response to the grounds of appeal and any documents on which it relies. The appeal will then be heard by an Independent Panel appointed by the Judicial Board in accordance with the Regulations. Any suspension shall remain in force pending the Independent Panel's decision.

WRITTEN SPECIAL RESOLUTION 2

THAT, subject to the approval of Written Special Resolution 1 (above), the following individual be and is hereby temporarily suspended with immediate effect from Council in accordance with our application of Article 104 and Part 1 of Schedule D of the Articles of Association:

Name	Surname	Designation
Tatiana	Ermakova	Council Member, Group H

Voting

The undersigned, a duly authorised person acting by and on behalf of the below Member National Authority of the Company, hereby irrevocably votes as follows on the Resolutions:

Name of Member National Authority: _____

Name of person representing the MNA: _____

Position of person representing the MNA: _____

Resolution 1 – SPECIAL RESOLUTION

Vote: [] IN FAVOUR of the Resolution

 [] AGAINST the Resolution

 [] ABSTAIN on the Resolution

Please insert a “X” against ONE option only.

Resolution 2 – SPECIAL RESOLUTION

Vote: [] IN FAVOUR of the Resolution

 [] AGAINST the Resolution

 [] ABSTAIN on the Resolution

Please insert a “X” against ONE option only.

Signature

Date

Notes

- 1 Once you have voted and submitted your vote to the Executive Office, you cannot change or withdraw your vote.
- 2 If you “Abstain”, do not vote or you submit an invalid vote, your vote will not be considered in the calculation of the result.
- 3 Voting is on the Resolutions as presented above. Any amendments to the Resolutions made by a voter will render the vote invalid.
- 4 Your vote must reach the Executive Office by **1300 UTC on 23 May 2022**. Please email it to office@sailing.org.

World Sailing Limited

(company registration number 79772C) (World Sailing, the Company or the Federation)

Council Written Resolution – Explanatory Note

This explanatory note accompanies the Council written resolution that was circulated by the Board on 18 May 2022 (“**Council Written Resolution**”).

This explanatory note is set out in five sections as follows:

- **Part 1:** Background
- **Part 2:** Member Written Special Resolutions
- **Part 3:** Council Written Resolution
- **Part 4:** Next Steps

The information provided in this explanatory note has been made available for general information purposes only.

PART 1: BACKGROUND

On 1 March 2022, World Sailing (also referred to as the Federation) issued a statement (“**Statement 1**”) confirming that it would join the International Olympic Committee (IOC) and global sports organisations in taking the decision to suspend the participation of Russian and Belarusian athletes and officials in World Sailing owned and sanctioned competitions and events until further notice (full statement available [here](#)).

The Board has considered this matter with regard to the fact that the Federation is being put under increasing pressure from its stakeholders to take action prior to the Mid-Year Meeting (scheduled to take place in Abu Dhabi from 26 – 29 May 2022).

On 18 April 2022, World Sailing issued a follow up statement (“**Statement 2**”) to Statement 1 confirming that the Board agreed (at a board meeting on 6 April 2022) to set in motion the processes and approvals from its stakeholders to enable in extraordinary circumstances the temporary suspension of the participation of members of committees, commissions, working parties, the Council and any other relevant body of World Sailing (full statement available [here](#)).

By way of update and as contemplated by Statement 2, the World Sailing Legal Team has now completed their review of World Sailing’s constitution and Regulations and reported their findings to the Board at a Board meeting on 17 May 2022 (“**May Board Meeting**”).

At the May Board Meeting, the Board agreed:

1. The text of the two (2) member written special resolutions (as referred to at Part 2 below) (“**Member Written Special Resolutions**”) proposing certain changes to the Company’s current articles of association;
2. To circulate the Member Written Special Resolutions to all eligible member national authorities (“**MNAs**”) of the Federation and anyone else entitled to receive notice of a General Meeting in accordance with the Company’s current articles of association;
3. To act on the decisions returned by the Member Written Special Resolutions and those applying (if approved and adopted) the Company’s new articles of association; and
4. To act on the decision returned by the Council Written Resolution if the Member Written Special Resolution 1 was duly approved.

The Board also agreed to circulate the Council Written Resolution to Council (as referred to at Part 3 below).

PART 2: MEMBER WRITTEN SPECIAL RESOLUTIONS

A. Member Written Special Resolution 1

The proposed adoption of a new Article 104 which, in summary, inserts a new Schedule D, which if incorporated, would provide for:

Part 1 of Schedule D

- Members of the Federation at a General Meeting or by written resolution requiring a 75% majority of the votes cast to consider and apply a threshold to temporarily suspend one or more members of Council or the Election Committee.
- The threshold is set out at Appendix 1 to this note and labelled Threshold 1.
- If the members of the Federation determine Threshold 1 is met the affected individual shall be temporarily suspended meaning they have no privileges or rights in respect of Council or the Election Committee.

Part 2 of Schedule D

- Council at a Council Meeting or by written resolution requiring a 75% majority of the votes cast to consider and apply a threshold to temporarily suspend one or more members of “Relevant Bodies” including but not limited to committees, sub-committees, commissions and the Judicial Board.
- The threshold is set out at Appendix 1 to this note and labelled Threshold 2.
- If Council determines Threshold 2 is met the affected individual shall be temporarily suspended meaning they have no privileges or rights in respect of the Relevant Body.

Note that under both Part 1 and Part 2 of Scheduled D:

- The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in the circumstances that gave rise to the suspension, the Board shall pass the matter back to the members of the Federation to determine.
- An affected individual may appeal in certain circumstances and the appeal will be heard by an Independent Panel appointed by the Judicial Board.
- Any suspension shall remain in force pending the Independent Panel’s decision.

B. Member Written Special Resolution 2

Provided that Member Written Special Resolution 1 is duly approved, Member Written Special Resolution 2 provides the opportunity for the eligible MNAs of World Sailing to consider and apply Threshold 1 to determine whether to temporarily suspend any relevant member(s) of Council.

PART 3: COUNCIL WRITTEN RESOLUTION

The Member Written Special Resolutions were circulated by the Board on 18 May 2022. The Board shall have an outcome by 23 May 2022.

Provided that Member Written Special Resolution 1 is duly approved, Member Written Special Resolution 2 provides the opportunity for Council members¹ of World Sailing to consider and apply Threshold 2 to determine whether to temporarily suspend any relevant member(s) of “Relevant Bodies”.

¹ Noting that the vote of conflicted Council members shall be disregarded under Article 102(b)(iii).

Note that if the Member Written Special Resolution 1 is not duly approved, any votes cast in relation to the Council Written Resolution shall be disregarded and declared null and void.

PART 4: NEXT STEPS

1. Please carefully read and consider the Council Written Resolution before voting
2. Please complete the voting page (page 2) of the Council Written Resolution
3. Please note the points on page 3, including that:
 - a. votes will be disregarded and declared null and void if Member Written Special Resolution 1 is not duly passed
 - b. votes must be reach the Executive Office by **1300 UTC on 23 May 2022** by emailing office@sailing.org.

Appendix 1

Threshold 1

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, a member of Council or the Election Committee may be temporarily suspended by a decision of a General Meeting or written resolution (which shall be valid and effective as if it had been passed at a duly convened General Meeting) passed as a Special Resolution (requiring a 75% majority of the votes cast) if:
- (i) the member of Council or the Election Committee is
 - (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,a country or territory whose actions the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
 - (ii) the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine that it is no longer appropriate for that member to continue as a member of Council or the Election Committee because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member's ongoing membership of Council or the Election Committee.

Appendix 2

Threshold 2

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, Council may temporarily suspend one or more members of a committee, sub-committee, commission, working party, forum, Judicial Board or members of any Divisions and Sections (a “Relevant Body”) by a decision of a Council Meeting or a written resolution (which shall be valid and effective as if it had been passed at a duly convened Council meeting) passed by a 75% majority of the votes cast:
- (i) the member is
 - (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,a country or territory whose actions Council determines (under the threshold set out at paragraph (a) above) are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
- (ii) Council determines (under the threshold set out at paragraph (a) above) that it is no longer appropriate for that member to continue as a member of the Relevant Body because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member’s ongoing membership of the Relevant Body.

Company Number: 79772C

THE COMPANIES ACTS 1931 TO 2004

COMPANY LIMITED BY GUARANTEE

**WRITTEN COUNCIL RESOLUTION OF
WORLD SAILING LIMITED**

Circulation Date: 18 May 2022

Pursuant to Article 102(j) of the Articles of Association, the directors of the Company propose the following resolution is passed as a written special resolution of Council:

THAT, subject to the approval of the written special resolution (number 1) circulated to eligible Member National Authorities of the Company on 18 May 2022, the following individuals be and are hereby temporarily suspended with immediate effect from the relevant World Sailing bodies listed below in accordance with our application of Article 104 and Part 2 of Schedule D of the Articles of Association:

Name	Surname	Designation
Natalia	Chubenko	International Judges Sub-Committee, International Umpires Sub-Committee, Racing Rules Sub-Committee, Women's Forum
Anna	Deyanova	International Race Officer, Women's Forum
Yana	Dobzhitskaya	International Judges Sub-Committee, Women's Forum, Match Racing Sub-Committee, Events Appointment Working Party
Tatiana	Ermakova	Women's Forum
Polina	Golovina	Development & Regions Committee, Women's Forum
Pavel	Sobolev	Development & Regions Committee
Tatiana	Kurbatova Lueders	Oceanic & Offshore Committee, Women's Forum

Anastasia	Maletina	Youth Events Sub-Committee, Women's Forum
-----------	----------	---

Voting

The undersigned, a duly authorised member of Council, hereby irrevocably votes as follows on the Resolution:

Name of Council member: _____

Resolution 1 – SPECIAL RESOLUTION

Vote: [] IN FAVOUR of the Resolution

 [] AGAINST the Resolution

 [] ABSTAIN on the Resolution

Please insert a “X” against ONE option only.

Signature

Date

Notes

- 1 Once you have voted and submitted your vote to the Executive Office, you cannot change or withdraw your vote.
- 2 If you “Abstain”, do not vote or you submit an invalid vote, your vote will not be considered in the calculation of the result.
- 3 Voting is on the Resolution as presented above. Any amendments to the Resolution made by a voter will render the vote invalid.
- 4 Your vote must reach the Executive Office by **1300 UTC on 23 May 2022.** Please email it to office@sailing.org.
- 5 **The Resolution is conditional upon the approval of the written special resolution (number 1) circulated to eligible Member National Authorities of the Company on 18 May 2022. If such written special resolution is not duly approved, any eligible votes cast under this Resolution shall be disregarded, deemed null and void and shall not count in any way.**