WORLD SAILING GOVERNANCE REFORM
RESPONSE TO CONSULTATION COMMENTS

Comments are displayed in order of provision number. Similar comments from multiple sources may have been consolidated for brevity.

Article / Reg	Comment	Response
General	As a general comment for the text throughout, I suggest you use numbers (10, 11, 12, etc.) for any quantity over nine. That way, it is very clear when there are deadlines as to the number of days.	Change made.
General	Are we talking about biological gender or legal gender? Or do we talk about men and women?	The documents refer to "gender" only and do not seek to go into biological or legal gender.
General	There has been some debate on the role of commercial interests, conflicts of interest etc. I cannot really find anything strong in the current constitution	COIs/interests are dealt with by way of the WS Conflict of Interest Policy, which is mandated and implemented by Regulation not the Constitution (as at present).
General	The process [for Olympic Events/Equipment] has become more complicated in that it now goes from committee to Council to GM. We will have more of people who have less experience in WS matters at the GM than in Council today and the voting process if not well defined to influence and have a manipulated outcome. So there needs to be clear if the voting is on slates or if it is on individual events and equipment.	The GA and Council do not have the power to amend the recommendations sent for their approval. Votes at that level are a straight accept or reject. See Articles 17.5 and 29.3. This does not stop the recommending Committee – if it expressly decides to do so – from sending a recommendation in a form which allows Council/GA to choose from options. But this is entirely at the decision of the recommending body.
General 35	What entity or entities Propose the creation or the dissolution of Committees and Sub-Committees? It is not expressly stated in the Constitution, and I believe that it should be stated. I suspect for the sake of parallelism, those reporting to the Council should be created or disolved by the Council, and those reporting to the Board should be created or dissolved by the Board -- both with oversight by the General Assembly. If	The creation of a Committee/Sub-committee is now a matter for the GA in amending the Constitution. This prevents the inappropriate creation/removal of Committees. Any Member may make a Proposal for the GA to consider and it is unlikely there would be any change to the existing timescales for creating/removing committees.

	you agree with this, then the Role Sections for the Board and Council should be updated to include this responsibility.	
General 3.1(c) 6 6.1(d)(ii) 10.1(e) 50.8(d) 51.7 62.6	Region / Continents: What is in the New Constitution is faithfully copied from the current Regulations and Constitution. However, given that it is all being moved into the Constitution, and given the Boards support in creating a Regional Sailing Association Commission, and given that the impetus for this clarity in language is coming from the Regional / Continental Associations, and as this change is in alignment with what the IOC is doing itself - The IOC Recognized Regional Associations of NOCs are ANOCA, OCA, PASO, ONOC and EOC see https//:olympics.com/ioc/noc-associations -- given all of this, I think it may be worthwhile to make the changes I am outlining in the comments below. This approach does not negatively impact the discussions of the Plenary Sessions. --- "Continental" should be "Regional" -- reason is that one of the Regions has 2 Continents and can not be called a Continent. This is the biggest reason why Panam Sailing (PASAF) is currently an Associate Member and not a Continental Member of WS --- "Continental Associations" -- CHANGE to "Regional Associations" --- I believe that the other (not Regional, but some were Continental and some were Associate) will become Recognized Members. Am I correct in this understanding? Panam Sailing will become a Regional Association from being an Associate Member, while the Mediterranean Federation will transition from Associate to Recognized. Further the South	Overall, any changes in this area, including any new Commission, should be decided separately by World Sailing on their merits and the New Constitution and New Regulations can then be updated to implement the decision. There is sufficient time in 2023 to consider changes in this area before the New Constitution takes effect at the end of 2024. In the Constitution, the term “Region” means a Continent (see Article 63.1 and Continent is defined as it is presently defined World Sailing’s current Constitution. The current Continental Affiliate Members become a Continental Association member on transfer under Article 62.6. Other current Affiliate Members will transfer to Recognized Organization status under Article 62.6 (which is the new name for affiliate membership).

	American Federation will transition from the Continental Affiliate to the Recognized -- or so I am believing given what I have read in this draft... -- but given the rights described in New Regulation 6.4, either the Regulation needs to be changed to include Recognized Members, OR, the above members should transition to Associate Members (as they are collections of MNAs)	
General	Where is industry transparently included in the workings of WS?	It is unclear what "industry" refers to, but any links with the sailing or sporting industry must be declared under the WS COI Policy (as at present).
General	Paras 1.3, and 17.1 "if applicable" is used This should be "when applicable" to show our resolve to re-enter Paralympics.	Change made.
General	Given that changing the Constitution is more difficult than changing Regulations I'm surprised that so much has been put into the Constitution. I think it makes it unnecessarily difficult to fine tune based on experience and is therefore potentially at odds with the objective of streamlining decision making	More detail has gone into the Constitution because it is preferable for most provisions to be in one place and to shorten the Regulations accordingly. The increase in size of the Constitution is much smaller than the decrease in the size of the Regulations.
General	I still have a concern over how the 50% gender split wording works particularly in the instances when it says "at least 50% from each gender". Not only is it not possible for each gender to have more than 50% it fails to recognise that many people believe there are more than two genders. This must be an area other organisations have struggled with and I wonder if there is a better form of words to convey our desire to be equitable but also inclusive.	There are two issues here. One concerns many genders there are. This merits debate as a wider issue, but it is not one that can easily be resolved in the time available. The current wording is the best available in this respect. Concerning "at least 50% from each gender", the wording has been changed.
General	We would welcome some kind of 'portioning' of the vote on the new constitution/regulation instead of a yes/no option.	There will be one single special resolution put to the AGM to approve the Constitution (to come into effect from the AGM in 2024 other than some transitional measures).

		Given the extensive consultation process engaged in, and the legal restrictions on amending special resolutions, the vote will be a single vote without amendments. In particular, it will be very difficult to properly accommodate an amendment if it has knock-on consequences for the rest of the document which the amendment does not deal with. However, if Members feel there are still specific things to change, they can make the appropriate submissions in 2023 and 2024 to propose those changes to the documents. The GSC will advise on the correct procedure for this if asked.
General	Like a number of other countries in Group B, Austria is also worried about smaller MNAs not getting an adequate share of seats on committees, commissions, sub-commissions and working groups. It is important to underscore the need for a 'fair' distribution.	Noted.
General	Numbering of articles under the memorandum of association conflict those under part I for membership. This creates confusion as to which article we're referring. This conflict is not repeated later for part II for general assembly.	That is because the Memorandum is strictly a separate document (known as clauses) and the Articles are known as Articles.
Clause 1.3 (MoA)	Insert `in Clause 1.3`… after Federation in first line	This is not the company law standing drafting for objects. No change made.
3.1	Check capitalisation or not of the word 'members'	Capitalisation is correct.
3.2	This deals with applications for membership and provides they are decided by the GA "in accordance with" the Regs. However, I did not see in the Regs any process or standard set out regarding that decision. They (in the new regs) speak to how to apply and how to challenge, but don't really address what the GA considers.	Words "in accordance with the Regulations" deleted as no longer necessary.

4.2(e)(iii)	Some MNAs have a constitution that requires at least one four-yearly meeting of members' to be held after the conclusion of the Olympic Games; this clause would exclude them from WS.	The Article does not specify when in the year the meeting must be held. Only that it be “annual” which means once in every 12 month period. No change made.
5.1(b)	Should this read “territory” as opposed to “territorial waters” at present c.f. 4.2(a)	This is the current wording from the present Constitution and Regulations. No change made.
7	In my opinion, having a constitution which meets requirement of Article 4.2 (e) should also be required for Class Associations.	This is the requirement under the relevant Regulations. But it has never been the requirement to place the Class Association requirements in the Constitution.
10.2	This article is to allow Continental Associations, Recognised Organisations, etc. to submit proposals on the Constitution, Regulations, and any other document of WS. Class Associations have already been empowered to submit proposals in the current Constitution. I find it strange to grant such right to other institutions to take part in the legislation process of WS, since especially Continental Associations do not represent a new group, which is not being represented in WS. Additionally, this change in the Constitution was not discussed during the plenary sessions or at the MYM meeting.	The only new rights are those which the Governance Proposal expressly granted. No change made.
11.4	How is 11.4 (b) and 11.4.(e) going to be enforced?	These provisions have been taken from the current Regulations. Enforcement is via a method set out in Article 11.5 or via suspension or cancellation of membership.
11.4(e)	This requirement may not be possible for each MNA to fulfil as their national jurisdiction may not allow them to do so.	This is the current obligation in the Regulations.
11.4(b)	I was wondering why those three sources of pressure are mentioned – and mentioned in a way that seems to indicate an exhaustive list – are mentioned rather than expressing that the three are tentative. Also I was wondering why a primary source of pressure these days – public opinion as indicated by	This is the list from the current Regulation. The current wording was adopted following careful drafting at the time and a breach of the Regulation allows the Member to be suspended etc. The draft has been amended changed to

	social media shit-storms etc. – is not mentioned at all. In the current form, someone could feel justified when caving in due to twitter/Instagram pressure…	provide for *"inappropriate pressures (such as political, religious or financial pressures)".* It is not considered that referring to "public opinion" is appropriate.
12.3 & 12.4	Are these Articles relevant only to action taken under 12.1(b) or 12.1(a) as well? The commentary says that Board can act without the General Assembly if under 12.1(a)	Change made.
12.4	I assume that the suspended Member's duties and obligations borne by the Constitution and the Regulation will be on hold likewise.	A suspended Member is still bound by the obligations of Membership under English law.
13.1(c)	The objects of the Federation are not defined within this document. Unless the objects are to be determined by the GA or Council, this clause is open to interpretation and vague considering that the consequence of the clause is significant.	The objects are contained in the Memorandum of Association.
13.1(c)	Needs clarification. Who or which body decides what is "serious disrepute" or contrary to objects of federation.	Change made.
14.4	Two years might be considered generous. This could be invoked at 6 months past the due date.	6 months is too short a period and 2 years has always been the period contemplated by the Governance Proposal.
16	Why must any Proposal be submitted by August 1 – middle of Northern Hemisphere summer and holidays. Suggest September 15? Meeting locations need to be logistically simple and affordable, especially mid year meetings!!	15 September leaves only 6 weeks between the deadline and the meeting of the GA at which a decision will be made. In this time, the Proposal must be considered by Committees/Sub-committees/Board/Council and a recommendation prepared. 6 weeks is considered too short. No change made.
16	Is 1 August sufficient if the GA takes place at the beginning of September?	The requirement under Article 16.6 is the GA must take place in the last three months of the year (October, November or December). On that basis, and bearing in mind the very long-standing convention that the GA takes place at the end of October, no change made.

16.2	This is first place I needed a definition I could not find - for the "Act."	"the Act" is defined in Article 63.1.
16.2	Within what period?	The time period for meetings is set out in Article 16.3.
16.2(a)	Can Members include items?	No, unless the Board agrees and then re-issues the notice of meeting with enough time still to run.
16.2(b)	Can the Board include items?	No, although the Board could summon another EGM to be held at the conclusion of this EGM.
16.3	I am not sure what "clear" days' notice is. Does it simply mean advance notice?	"Clear days" in company law means you do not count the day of the meeting and the day on which you give notice. It is a well understood concept in company law.
16.3	At the end of (b), I would delete the ";", and I would put a period after "proposed" in (c). Then I would start the next line "The accidental omission ..." I think a "the" needs to go before "General Assembly" in that statement.	Changes partially made – the semi-colon is the accepted drafting style to separate out sub-clauses in a list. Other changes made.
16.3(c)	Accidental omission can open a can of worms.	The wording is standard company law wording. It prevents accident non-receipt of notice from invalidating the entire meeting. Of course, anything other than an accidental omission will invalidate the meeting.
16.4(a)	Does this item include requesting Members' resolutions under Article 16.2(b).	Yes, these are required by law.
17.1	What about the approval or rejection of Policies by the Council, or is the Council the LAST WORD on Policies.	Council has the last word on policy, but this has now been changed to be expressly subject to the World Sailing Strategy set by the GA.
17.1(e) (22.3(e))	Recommend the annual subscription for approval by the General Assembly; - I believe that this is the wrong body to	This was the position set out by the approved Governance Proposal. No change made.

	approve. Its like asking a customer how much are you willing to pay for this item.	
17.1(h),(i),(k)	Are these powers?	Yes, they are a power in company law because the GA is the body entitled to receive them and therefore comment on them.
17.1(g)	"Amend" is my concern -- what was discussed was the ability of the GA (or Council) to Accept or Reject proposals, but this implies that the GA could AMEND a Proposal while it is under discussion on the floor of the meeting, and I do not believe that is the intent, unless something has changed, or the Isle of Mann laws are impacting this...... SEE Article 17.5 ---> It appears to me that 17.1(g) is in conflict with 17.5, why not be consistent across articles?	Accepted the wording needs clarification. The Governance Proposal said that the GA would retain the power to "ratify" Regulation changes. At present the power is not only to ratify, but also to amend (not because it is expressly set out but because of the interpretation of the word "review" in the Regulations). The document has been changed to say the GA can reject a Regulation change, but cannot directly amend it.
17.1(l)	Under IOM law is there a time limit?	Article 55.2 has been changed to make clear it is an annual appointment.
17.1(o)	"amend" is the issue, again….. SEE 17.5 -- same apparent conflict.	There is no conflict with Article 17.5. The GA can either accept or reject Council's recommendation. It cannot substitute its own decision. The reference to "amend" is to what the recommendation is asking the GA to do e.g. Council could be recommending the GA amend the Regulations about Event selection.
17.1(o) & (p)	This Article should include Paralympic Events and Equipment.	17.1(o) governs Olympic procedures. Paralympic matters should be kept at Board-level until Sailing is re-included. At that time, the Constitution can be amended to bring Paralympic decisions in line with the Olympic process. 17.1(p) already refers to Paralympic Games. No change made.

17.2	The simple majority for the powers is not explicitly stated as the 75% is for (f) and (s). This should be made clear. I believe I found this in Article 62.1(c).	Changed to be clearer.
17.3	Should it require a 75% vote of the General Assembly?	There are only two matters which will require a 75% vote of the GA – amending the Constitution and dissolving World Sailing as a legal entity. On the basis the current power of the AGM to amend the Regulations is made by a simple majority vote as an ordinary resolution, a future 75% vote would be inappropriate. No change made.
17.3	Calling an EGM would serve the purpose to enhance the decision-making process of WS. By this means, the GA would not have to wait for the ordinary annual meeting and act faster.	This is not the current practice – the ratification is undertaken on an annual basis.
17.3	What happens if the regs are amended by the Board after the 1st August in a particular year .. ..do you have to wait for another year for a Proposal ..as it is only after a Proposal and at its ordinary Annual Meeting What happens if a reg was amended very close to the time for Proposals ..being by 1st August ,..and therefore giving virtually no time to make a Proposal I am just a bit concerned at hands being tied .	It is agreed that a change very close to the deadline will tie hands, but this will occur whenever a deadline is set. There must be a deadline or the current position (which is highly undesirable) will remain. A change has been made to provide for an extra window of 14 days if the change is made in July (see new Article 16.5).
17.3	Can the Board keep on making the same or similar changes to a disputed Regulation if it doesn't agree with the General Assembly?	The Board must act in accordance with the Constitution (company law and Article 22.1(b)). If the GA makes a decision adverse to the Board's original decision, then the GA has acted within its powers and its decision must be implemented. If the Board deliberately made another Regulation in contradiction to the GA's decision, that is against Article 22.1(c) – exercise powers only for purposes allowed by law. Inserting a provision here which says that the Board must not act inconsistently with a GA decision risks an inconsistency of

		drafting elsewhere where similar concepts could be taken to occur.
17.3(a)	Speaks to a Proposal submitted under Article 16.5. That relates only to MNA Proposals. What about other Proposals under Reg 6?	Changed to make clear that only an MNA can make a Proposal for the GA to amend the Regulations (which is the current position).
18.1(c)	Too much power to the President he can go against the advice - it is a pure legal matter and should be with our legal committee. The requirement to take advice is an odd requirement for the constitution. Whilst I understand the intent for a checking process, the advice could be taken but duly ignored.	Changed to provide the President is certifying they have met the test, not a free-standing discretion. It is appropriate the final decision lies with the elected officer accountable to the meeting as its chair. The rule mandates that advice must be first taken.
18.1(e)	Should include proof of citizenship or permanent residency.	Changed.
18.2(d)	Nowhere did I find a template of the Certificate of Appointment which should also include option to appoint Alternate	There is not a template certificate attached to the Constitution. WS issues template certificates with the notice of meeting.
18.4(b)	This allows for Continental Associations, Recognised Organisations and Associate Members to attend and speak at the GA in addition to Class Associations. Such revision to the Constitution was not discussed or presented during the plenary sessions.	It is current practice to allow observers from any Member to attend the GA.
19.2(b)	Unless required by law, this is a weapon for dissenting parties to block a decision first by leaving. (if enough of them). Not very democratic.	All meetings must have a quorum present. If members requisition a meeting (only 10% needed), and then do not have the appropriate quorum present (approximately another 25 members), then this would suggest it was an inappropriate exercise of the power to summon the meeting as there is insufficient interest in the matter. The annual meeting and meetings summoned by the Board are in a different position because (1) the annual meeting must be held to transact its business and (2) the Board cannot improperly summon a meeting under their legal duties.

20.3	In 18.4 President attends GA but does not vote yet in 20.3 the President has a casting vote ?	This is the current position. Directors do not vote at General Meetings but the chair of the meeting has a casting vote (if necessary). No change made.
20.8	An article giving permission seems to be obvious but unbinding in any direction.	Noted.
22.3 (22.4)	Either have the long exhaustive list of the Boards powers or go straight to 22.4 which says regardless the Board has power to do anything other than what is reserved to another under the Constitution. As drafted it looks like taking a bet both ways!	Just having Article 22.4 will not be helpful to the vast majority of WS stakeholders reading the document, and not having Article 22.4 leaves open the possibility that there may be some decisions which have inadvertently been omitted from the list of the powers of the Board, Council and the GA. On this basis, the current wording is preferable. No change made.
22.3(c)	Where?	On the website – see Article 53.1(f).
22.3(d)	A reference to 3.3 should also be made here.	This is the list of Board powers. Article 3.2 (currently reference) is the Board's power to provisionally admit or suspend. Article 3.3 is the GA's power which does not belong in this list. No change made.
22.3(h)	It may be useful to include a sub-bullet point to require "consultation with the Constitution Committee". In the future there may not be any director within the Board to utilise such expertise to draft Regulations.	This is duplicative of the general duty to consult and act on recommendations from Committees. No change made.
22.3(s) & (t)	As far as I know, these powers are on GA in the current Constitution. However such revision was not discussed during the plenary sessions. I do not understand the purpose of this change but may be relevant with the refused proposal of the Board regarding the China office.	These are not current powers of the GA. They are in the powers of the Board at present.
22.3(y)	Why are the decisions of the Paralympics in the hands of the Board and the decisions of the Olympics are in the hands of the Council and General Assembly. I understand that this is	Control of the Paralympic re-admission campaign should be with the Board until it is successful. It will then move back to

	how it is currently, but shouldn't we keep it the same for BOTH Olympics and Paralympics. I ask as it will require a 75% vote to change this provision once it is approved and others may catch on to it, eventually..... What is the message this sends to the IPC? So, to simplify, move to Article 17.1 (o) and ADD "if in the Paralympic Games." -- or something like it.	the normal decision-making process and the Constitution amended to reflect this.
22.3(y)	Should start "Once" Sailing is on the programme. Not "if". We need to show resolve.	Change made.
23.4	Careful - When does this get implemented ? I believe 2 present Directors are Ordinarily Resident in the USA.	It is agreed the use of the phrase "Ordinary Resident" does not reflect the Governance Proposal's use of the words "same country". The provision has been changed to refer to nationality.
23.4(a)	A possible total term of 16 years for a President/Director seems very long as a matter of best practise?	This is settled by the Governance Proposal and is the current position. No change made.
23.5	We propose that, in addition to the conflict of duties rules, also a set of conflict of financial / business interest rules should be introduced in Art. 25.1.(e). E.g. in order to be a director, a person must upon election and during their term of office: … not have *i) Investments in unlisted companies, partnerships and other forms of business, ii) Major shareholdings of more than 5% of the issued capital iii) Beneficial interests in respect of businesses that are engaged in the sport of sailing or derive any substantial portion of their revenue from sailing.* Furthermore, the same conflict of financial / business interest rules should be applied to Council, committee, sub-committee and working group members and all other elected or appointed WS office holders.	There is merit in making conflict of interest checks part of the eligibility requirements for election as in other international federations, but that is a substantial change to the current eligibility requirements and was not part of the Governance Proposal. In addition, it would need further detailed consideration as to how the process would work and which body would adjudicate on the question. A submission on this in 2023 could be made as a standalone issue. No change made.
23.5(c)(iii)	I believe the word "ever" should be included at the beginning of this paragraph.	The sentence means the same without "ever" being inserted. No change made.

23.5(e)	First, as to conflict of duties / conflict of loyalties we do believe that the draft should be relaxed in terms of pro-bono board members, presidents, especially honorary presidents, or other officers across all categories of WS membership (MNAs, continental associations, class association etc.). It is unnecessary to extend the non-eligibility also to honorary presidents of MNAs. Such a position of honour is (a) hard to give back/temporarily suspend and (b) is not per se a contradiction with being a member of the board/director. Therefore, we suggest to delete this term from 23.5(e)	This has been changed to state that honorary presidents or other honorary officers do not count provided that they do not have any management or operational role (or influence) in the Member.
23.5(e)	Does this apply to volunteers in an MNA ?	Yes, if they hold one of the offices shown.
24.3	I am not sure if I understood that correctly but would this also mean that the Athletes Commission would not be allowed to send the same person as their chair in for a third period of office? While I do not think that in practice this will matter very much, but as a matter of principle I am not sure whether the athletes should not be given carte blanche for whoever and however often they want to elect someone as their chair (who then has a seat on the board).	All members of the Athletes' Committee can only serve 2 x 4 year terms and this includes the Chair. This is covered by Regulation 8.9.2. So the Chair is limited to a maximum of 8 years on the Board in such a capacity (which assumes they are elected as Chair immediately on election to the Commission).
24.5(d)	Fails to attend in person or virtually?	Fails to attend at all. Attendance virtually is still attendance.
24.6(b)	What happens if this happens close to the GA?	If the vacancy arises after the notice of the annual GA has gone out, the vacancy will not then be filled until the next GA.
24.6(b)	Should it be '…serve for the remainder of the term'?	Change has been made.
24.6(d)(iii)	For consistency in the list, I would use "the director dies:"	(d)(iii) talks about a director otherwise vacating office. A director's office can be vacated otherwise than by death (e.g. removal). No change made.
26.4	In the case of a tie to appoint a new meeting chair?	There is no provision to break this deadlock. The Board will have resolve the decision between themselves.

25	Board Sub-Committees, with the exception of the Audit Committee, how is a Board Sub-Committee different from a Working Group for the Board? Why are we creating a new form of entity? I suggest dropping this whole concept, placing the Audit Committee as a Board Reporting Committee. Less infrastructure in the Administrative Structure of the Federation, and this will end my questions as to whether non-Board Members can be members of the entity, and my question as to why when the entities are listed, why Board Sub-Committees ae sometimes included and sometimes not.... Please drop this. As an Example the Governance Reform entity that is doing this great work is technically a Working Group for the Board, it does not need the title of sub-committee and it will dissolve once the effort is complete.	Sub-committees of the Board remain as an important tool for the Board to manage its business.
26.3(b)	Does this MEAN 5 Yeses to Pass, or is the Quorum rule in place, so 3 yeses - with 5 voting would pass? I presume that the First is the intention, but I want to be sure it is clear	A written resolution needs at least five directors to agree to it to pass. It is not a simple majority of directors responding (3:2). The reason for this is because no meeting is held to debate/discuss such a resolution.
28.3	Is there any requirement for the Board to publish/justify etc. the salaries of CEO and employed people in the spirit of transparency?	A remuneration policy must be published under Article 53.1(h)(ii), but publishing the salaries of individual members of staff would be out of the norm and an intrusion on their privacy.
29.1	The term Policy is not Defined, and I suspect it will become a point of contention over time, so why not deal with it now....?	The term is understood well enough in World Sailing and further definition may be counter-productive.
29.1(a)	If Council is responsible for "overall policy" how does this fit in with strategy which is a Board power? Neither are defined they may be similar?	Strategy setting is not a Board power. The Board proposes a Strategy for the GA to approve. The document has been changed so policy set by Council must be consistent with the World Sailing Strategy.
29.1(a)	Add the following to the end of the sentence as written -- "…and recording such decisions in the World Sailing Registry of Policies per Article 22.3(c)."	This only duplicates clear wording in Article 22.3(c) and is not needed. No change needed.

29.4	Wow. I have not found something similar in the current constitution. If I understand that correctly, this gives individuals free reign irrespective of what their group's position is. An example for (my) Group B: even if all other eight countries clearly indicate 'Option A' as their preference, I can go for 'Option B' on my own. I know that at least in our parliamentary system there is no such thing as a 'bounded mandate' where a member has to vote according to the views of the political party that sends them, but is this something we (a) want and (b) advertise?	This is the current requirement – see current Constitution Article 39.
30.1(d)(i), 35.1(a), 40, 40.1, 40.2, 40.3, 51.5	Regarding the name of "Equity, Diversity and Inclusivity Committee", it had better be changed to "Diversity, Equity & Inclusion Committee" in line with the global standard.	The current wording is considered to be more in line with common use of the phrase in English.
31.5	No gender equality rule for the Council? Perhaps it could be included in Article 31.5 as a requirement for nominations	The Governance Proposal stated there would be no change to the composition of Council. It is difficult to see how gender equality can be obtained when the Group election system does not provide for co-ordination across the Groups. No change made.
31.5	A Basic Principle that was agreed to in the Plenaries is that if an individual is to be appointed or elected to a position in World Sailing, that individual should be endorsed by their MNA. This is reflected in the section regarding the appointemnt of Committee Members, but not regarding the appointment of Council Members -- based on this, the following Recommendation is made: ADD a penultimate sentance to 31.5 -- "Each nominated candidate shall be endorsed by their respective MNA for such nomination to be valid."	The Governance Proposal, as endorsed by the EGM, specified there would be no change to the appointment process for Council members. This would be such a change. There is already an obligation for Council members to be members of an MNA in their Group (and remain so) and to be nationals or Ordinary Residents of their Group (and remain so).
31.6	As described this is not actually an election, it is a collection of nominations and none of the MNAs in the Group actually know who is being considered by others, officially. I suggest that the CEO present the slate of valid Nominees to the MNA members	The Governance Proposal, as endorsed by the EGM, specified there would be no change to the appointment process for Council members. This would be such a change.

	of the Group, and invite them to return their ballot via email within 5 days. And then the CEO shall count the votes, etc.	In reality, the experience of the Executive Office from administering the procedure is that most Groups are fully aligned with their nominations and have already discussed their nominations internally. No change made.
31.8	In Groups with less than 4 members, this means 100%	Correct. This is the existing position.
32.5	Append the following at the end of the sentence -- "(per Articles 31.4 thru 31.7)"	Not agreed because Article 31 is only about Group Council Members and there are other types of Council member.
32.2(b)	Is it appropriate that this allows a alternate Group Member of Council to do 3 terms as a alternate then another 3 terms as a Group Member?	This has been changed so that a term only counts if the Alternate acts in more than 25% of meetings in that quad.
32.2(b)	Can the Alternate be appointed by a different Council members from the same Group if already served in three terms of office from another Council member.	No. Another Alternate would need to be found.
32.2(b)	This attempts to bring a term limit to Council Alternates however the way it is written is that an alternate can act for a Council Member for only 3 terms. Since we now have a 3 term limit and so the clock can reset this means the same Alternate can act for the new Council member hence effectively not having any limit. I believe we should have a term limit on Alternates but don't believe this delivers it.	The wording has been amended to say appointment by any Council member (rather than just the one doing the appointing).
32.4(d)	I would revise this to read "the member failing to attend at least three meetings . . .and the Board resolving to remove . . "	The drafting style is the present tense of this types of clause. No change made.
32.5	I am not sure how this ("the same manner") is contemplated to work, as there are different types of members of Council.	The phrase is "*…same manner as their original appointment.".* This is used because there are different ways of appointing the different types of Council member. The wording is considered clear enough. No change made.
33.3(b)	Can other Council members include other items of business?	No. The meeting is summoned for the purposes stated in the requisition.

33.4	Can observers be restricted, in a practical sense, to representatives of Members? If not, it may be sensible just to say that '…open to observers'.	Being open to observers is different from being open to representatives of Members. No change made.
33.5	This is a QUESTION, as what is written is a repeat of what is in the current Constitution -- Quorum of Council is 12 members -- does this include the ex officio members or just the Council Members from the MNA Groups. There are 13 Ex Officio Members and 30 Council Members from the MNA Groups. As this is primarily an MNA body, it appears unusual that the quorum can be achieved with no MNA Group Members. This is not a part of the Plenaries, but it is an issue that I have been curious about...	The quorum is any 12 Council members, from any category of membership. This is the existing position.
34.1	While the powers of the Board have been listed this suggests that Committees, Sub-Committees (of the Board also?) and Commissions have very limited powers unless you can find a specific power in the Constitution or Regulations?	Correct. As at present, Committees/Sub-committees are only advisory to Council unless they have a specific constitutional power to make decisions. This preserves that position, but provides that their terms of reference can also grant them specific authority. No change made.
35.1(i)	This seems to be clashing with the scope of the Events Committee in terms of World Sailing Events.	This only refers to World Sailing Special Events, which are not World Sailing Events.
35.2	Not sure about this [Governance Committee reporting to Board]. I understand the feedback aspect of it, but this kind of 'feedback' always also means 'control' and in the current form, the Board has complete control over the feedback. Wouldn't it be more helpful to at least have Council access to the reports of the Governance Committee? Maybe I get something wrong here, but that can become a very important issue.	This was the approved Governance Proposal. The agenda and minutes of the Committee must be published and so Council will have access to them, but the Committee does not have a policy role and so it is appropriate it reports to the Board. No change made.
35.2(b)	Should the reference be to 63.3 instead of 62?	62.3, 62.4 and 62.5 all apply to interpretations. The preferred drafting style is to refer to the whole article. No change made.

37.2	This is very subjective, who decides what constitutes “lack of active participation” ? May lead to Chair ridding itself of opponents.	The phrase could be subjective, but the Chair must report to the Board, the Board must agree and ask Council to remove the member, and then Council must agree. It is considered those steps are sufficient safeguards. No change made.
37.4	This says Committee members have a four term limit whereas I thought we agreed 3 terms for everyone not just Council	The Governance Proposal put to the EGM said 4 terms for Committees/Sub-committees. There are different considerations for expert committees. No change made.
38.6	This says no committee can make a recommendation at the Annual meeting for consideration by another body (eg Council or General Assembly) at that meeting. I know the plan is to make decision making more timely and with suitable timescales for consideration but to me it seems unnecessary to tie our hands like this in the Constitution.	The clause says the Board may permit a ‘same-meeting’ recommendation if there are exceptional circumstances. No change made.
38.7	I find the quorum to be too low considering the max number of committees is 15 persons. I believe it should be 1/2 of the total number of members.	This is the current provision.
39	COMMISSIONS -- Where is it described on how they get funded, if they get funded, and to what extent they are funded? It should be public and clear.	There is no mention in the Constitution of how the GA/Council/Committees/Sub-committees/Commissions are funded. Financial provision is a matter for the Board and no Commission can be created except with the Board’s agreement.
40.3	I do not share this view at all and (nearly) all the reasons give for this do not reflect a spirit of inclusiveness and trust (in in particular when it comes to 2028).	This is mandated by the approved Governance Proposal. No change made.
40.3	I still have an equality issue with only female members of the ED&I Forum being eligible to vote and be elected effectively until 2032 given that everything else is focused on equality. Realise I may have lost that argument.	Noted.
41.1	As Working Groups might play a significant role in committee work, we do believe that expressions of interest should be	In order to bypass expressions of interest, there must be insufficient time to seek nominations (a WP of less than 12

	sought by the Board from Members for membership of Working Groups in a democratic manner (irrespective of urgency as working groups do not normally operate in urgent matters anyway). The current formulation widely opens the opportunity that the Board can appoint any number of working parties with estimated period of less than 12 months completely on their own and then simply extend the term, thereby bypassing the broader WS members. We suggest to have a 'rule/exception' formulation here rather than a time-related one, i.e. as a rule …. and ' only under exceptional circumstances that require swift *and* short term results' or something similar.	months is not the only criterion). That will only apply in a handful of cases, so it is expected almost all WGs will be open to nomination to Members. The wording has been changed to promote understanding.
43	Are there any eligibility criteria for the Elections Panel?	No except for the requirement they be Independent. However, there is nothing stopping the Nominations Panel setting such criteria. No change made.
43.5	What happens in interim elections under Article 24.6?	The Elections Panel will exercise its functions for any interim election.
44	Based on experience, the investigations of complaints are the bulk of the work. I think consideration should be given to making that much Panel larger than three, with several strong legally-qualified persons in addition to the chair (not all, but perhaps one or two more). This may avoid an issue of burn-out and spread the work. If the members are volunteers, this is essential.	Changed to be one-third of the Panel must be legally qualified.
44.1(b)	'…or other applicable rules.' Does this include any matters percolating upwards from misconduct cases under the RRS? The article is unclear on this, but it may be covered in the Regulations / Disciplinary Code.	It may do, but what matters are reported to WS is a matter for Disciplinary Code rather than setting it out here. The current wording is preferable as more flexible.
44.2	Shouldn´t this article have a maximum number of members in the Investigations Panel?	At present, it is considered it is better to leave uncapped to allow flexibility.

45.1	Should this be to hear all ‘alleged’ breaches? I see this article does make clear its relationship with the RRS.	Change made.
45.3	At least seven members, but maybe the minimum should be 9 or 11, as they will hear all cases.	Left at “at least” as this is still flexible.
45.6	What is the thinking behind having the Rules of Procedure being part of the Regs and reviewed/approved by Governance and the Board? This interaction might be tricky and pose the potential for conflict. It may also lead to a lack of flexibility for unforeseen circumstances. I am all for publishing the rules, but making them subject to a revision process such as that required for the Regs might be too onerous.	It is considered that the judicial body that applies/interprets the rules should not be the same body which makes the rules. A change has been made so that the Rules have been removed from Regulations to be more flexible.
45.10	Is this enforceable?	Yes. CAS is an arbitration institution. World Sailing’s consent to arbitrate is set out in the Constitution (as with other international federations) or through the Olympic Charter. CAS has no standalone jurisdiction.
46	Ombudsman is not a familiar concept or word particularly to non-native English speakers. Shouldn´t it be Defined ?	Agreed it is a new concept, but the role is set out in the Constitution and adding a separate definition based on an external source would not aide understanding. The important matter is that the Ombudsman adequately explains their role to stakeholders.
47.3(b)	ADD to the end of the sentence -- "… , and receive the endorsement of said Member national Authority." -- this is consistent with the discussions in the Plenary sessions and will be noted if it is not included, I suspect….	The Governance Proposal did not state that an MNA’s endorsement of a candidate from their country was a requirement for nomination for election. Such a requirement would have a serious effect on Board members seeking re-election who may be beholden to their own MNA for re-nomination. No change made.
49.3	This is aimed at ensuring there is only one person Ordinarily Resident in a country on the Board, not just one person per MNA. I don’t know the background to this and don’t recall it being discussed so would like to understand more.	The Governance Proposal said there would be no more than one Board member per country. A change has been to reflect this is based on nationality, not Ordinary Residence.

50.3(b)	This would significantly increase the leven of conflict of interest within the relevant committees. I find this right to be too risky for the impartiality of WS.	This is the position as mandated by the Governance Proposal.
50.3(b)	The Classes are not happy with the added text “with the written consent of a person’s Member National Authority” since this may lead to unwanted interference from MNAs as well as it being unworkable.	There are two processes. The first process is where the Classes Committee directly appoints a member to various other Committees (when WSCC appoints its representative to Equipment and Equipment Rules, and when Olympic Classes appoint a member to Events). At present this does not need MNA consent and in future will not need MNA consent either. It is a direct right of appointment, not a nomination. The second process is the new right to nominate individuals for Committee membership (whether the WSCC is nominating or a Class Association doing so). This will need the consent of the person’s MNA and, having weighed up the various arguments, it is considered the provision should be kept.
50.7	The above rule gives Council only an en-bloc approval / rejection option regarding the Board’s recommendation with the right to reject individual names proposed by the Board. In our view Council should retain the right (as it has been the case in the past) to freely propose additional appointees and/or substitute (in case of a rejection) an alternative name.	The past examples of Council overruling the Board’s recommendation and making a direct decision are a prime example of why the new model is better. Council is not in possession of the detailed consideration and information which goes into the nomination process. Appointment to Committees should be based on merit and not a popularity contest with Council. If Council ultimately considers that Person X should be appointed to a Committee, it has the power to reject all the names for that Committee and the Board must then re-consider.
50.8(f) & (g)	If “at least 50%” are from one gender, as opposed to “50%”, then less than 50% will be from another. I think you should delete the “at least” in each of those sections.	Change made.

51	This is about all the cross appointments between the different committees and is a good example of what I think should really be in Regulations not Constitution.	The items have been placed here to consolidate similar provisions in one place. In addition, moving them to the Regulations woud have the same effect, but mean it can be changed by the Board (with GA ratification).
51.2(a)	I was not able to locate where in the Regs the appointment process was. Perhaps I will find it in my deep dive into the Regs.	Confirmed it is in the Regulations.
51.15(c)	This is seen as yet another hurdle.	Change made to remove this provision.
53.1	Please bear in mind the requirements of GDPR and that the consent of a person is required and may be withdrawn at any time.	The phrase "or the law" covers data protection requirements. Note "consent" is not necessarily the only basis on which publication can be justified – contract and legitimate expectation are other grounds. No changes made.
54.1	The use of the words "for profit" in this Article is confusing to non-native English speakers. I would delete those words.	The phrase is legal and its removal may lead to unintended consequences when WS makes payments to Members. No change made.
54.3	I wonder whether law requires a specification that the renumeration can be paid on a lump sum basis. The current provision requires the submission of receipts.	The Article is about the authorisation to pay money to directors. There is a prohibition on remuneration except for expenses/interest/rent/race official fees. Inserting a requirement for expenses to be receipted in the Articles would mean any non-receipted expenses – even if the expenses was approved by the rest of the Board – would be an unlawful payment. No change made.
58.2(h)	I would end that line with a period and start the next line "Such notice will be deemed …"	The current structure is preferred. No change made.
58.5	Maybe revise to "Official or public holidays, and non-working…"	This is how the Article is currently worded. No change made.

58.5	Pls. specify that this applies to the place of incorporation (Isle of Man).	The Article is designed to prevent an argument that, for example, a notice is not properly received because there was a German or Argentinean public holiday or because in the Middle East the weekend falls on different days. No change made.
61.2	This requires interpretation questions regarding the constitution or regs to go to the Board first. Is this practical? Will it be efficient?	Yes. It is preferred that disputes about interpretation should go via the Board first to allow it to comment and provide more context to the requestor. Seeking an interpretation should be a last resort. No change made.
62.4	Any time limit?	There should not be a time limit on a case of 'urgency'. An urgent case may well be before or after any time limit stated. The Committee can decline to give an interim interpretation if it feels the case is not urgent in any event. No change made.
63.1	May want to consider adding the following after "World Sailing" -- "for the purposes of Olympic and Paralympic Qualification." -- as this is actually where this is used and it makes it clear why it is important.	This is the current definition used in the current Constitution and is not limited to Olympic qualification. No change made.
General	I like your pragmatic approach	Noted.
Reg 2.3	For me it would be more reassuring if somewhere one could mention that this survey – that is mandatory to fill in! – requests a reasonable amount of resources also for smaller MNAs such as, e.g. Liechtenstein or Slovak Republic	This is not the current system.
Reg 3.3	I understand this for the Delegates, however, if MNAs are to nominate candidates/members and if they have to pay for their costs, is it to be expected that the candidates/members are acting in the interest of the "paying" MNA or being neutral?	Committee/SC/Comm members are required to exercise their votes in the best interests of the sport, not as a representative of their nominating body (Reg 3.2(e)). This is regardless of payment of their expenses.
Reg 3.4	This implies that without the Board's recommendation the refusal or removal cannot be executed. This is limiting.	Correct. This is the current position.
Reg 4.2(b)	This says Working Groups aren't entitled to any support from the Executive Office but the Constitution 28.4 says the CEO or	Article 28.4 changed to say staff attendance non-mandatory for Working Groups (which is the present position).

	their staff nominee must attend all meetings including Working Groups so there is an inconsistency	
Reg 5.1	The text proposal for new Regulation 5 (Financial and Other Interests) envisages in Reg. 5.1 that the *"Board shall establish the World Sailing Conflicts of Interest Policy."* As the World Sailing Conflicts of Interest Policy has an immense importance as to the integrity of WS, it is proposed that the draft to any changes to the current Policy or any new Policy should be put forward by the Board to Council and approved by Council.	Agreed – this is a change from the present position, but the importance of the COI policy means it can benefit from Council approval as well. Change made.
Reg 6	There are still some doubts that the envisioned process of handling submissions constantly during the year will work properly but we are willing to give it the benefit of the doubt, but expect adjustments once the procedure is in place.	Noted.
Reg 6.7	I don't understand why Financial Plan is capitalised, whereas annual plan is not. Is the Financial Plan simply the budget?	Financial Plan is a defined term in the Constitution. It is the quadrennial budget.
Reg 6.8	A recommendation from the CEO shall be based on reason, however Council's power to disagree with the CEO's or Board's recommendations does not require reason. This allows issues to be politicised rather than over-rule incorrect reasons or application of the Regulation. I believe Council's power to disagree and force the Proposal to be considered should be based on reason as well.	Amended.
Reg 6.12	It seem like a lot of variables of what should be considered to satisfy the recommending body. This is all very open to individual interpretation. What is sufficient time? What is proper research etc.	Agreed, but it is difficult to be more precise in legal documents about these concepts. However, the recommending body must report how it is has met these steps and the deciding body can reject the recommendation if it feels there has not been appropriate consultation etc. No change made.
Reg 6.13	Having to vote on a recommendation not on the proposal itself might make things even more complicated than they are today the same proposal would then need to go back and forth and be amended by either the proposer or the relevant committee.	It is better, and more flexible, to decide on the recommendations put forward, rather than stick to the original Proposal and amendments made to it. No change made.

Reg 10.2	Whilst understanding the intent, I'm uncertain where I can see what an 'offshore class' is. The term doesn't match the distinctions made on the World Sailing website's class search function. Possibly the case that this has never been defined in any way.	This is the current position and can be reviewed as part of the next phase.
Reg 10.13.2	Where Council could apply its discretion on recommendation of the Equipment Committee, now the committee makes its recommendation to the Board, who reviews and recommends to the General Assembly who has the discretionary power. The Constitution already states that the General Assembly has this power under article 17.1(d) but now to exercise that power its subject to a two-step recommendation process. Do they have the power or not? I also have the view that being a World Sailing Class Association should be a privileged status or recognition, and it seems that once you're in few bodies or people are willing to confront their removal for not meeting requirements. This Regulation seems to enable that unwillingness.	The process is broadly the same. Equipment will recommend to the Board, and if the Board agrees with Equipment, it will recommend withdrawal. The GA may then cancel the Class's membership if it agrees with the Board's recommendation, but equally it is free to reject the recommendation. In that case, the Board will have to re-consider and would, in all likelihood, decide not to make a further recommendation.
Reg 23.1.6	If a recommendation is rejected Council must make a new recommendation. What if Council decides to 'let it go' and retain the current position? Does that require a new recommendation to not change the position after all?	The wording requires Council to make a recommendation to the GA. It will not be able to 'pocket' the decision and let the *status quo* stand.
Reg 25.8.3(b)	Should this change to World Sailing Class Association in line with the term in the Constitution?	Change made.
Appendix 3 Eligibility Code 19.24	Should this change to World Sailing Class Association in line with the term in the Constitution?	Change made.
Appendix 6 (Reg 36)	I would strongly suggest to change that in the way that the text in the beginning is flagged out, i.e. copy the old Appendix without track changes and then highlight what is new	A new Appendix 6 was drafted like this because the changes are very extensive (with the new Investigations Panel and Disciplinary Tribunal and loss of the Judicial Board).
Reg 36.6(b)	The Party has the right to be accompanied to an interview (including by counsel at his own cost); - this can be abused by simply accusing somebody again and again until they are financially hurt.	This risk has been addressed by Regulation 35.3.7(b). It allows the Investigations Panel to decline to prosecute a complaint where repetitive complaints are being used merely to hurt someone financially.

Reg 36.6(d)	As we are translating meetings for free and the board insist on French and Spanish being available for meetings. Why are the same people put at a disadvantage where there is a hearing and by letting them have to find and pay for a interpreter it is unfair and puts those who don't have the full grasp of English at a disadvantage.	This is the current policy position. This is not the correct process to change this rule. No change made.
Reg 35.7(1)(c)	Why is the fine in Euros when our accounts are in GBP?	This is the current policy position. This is not the correct process to change this rule. No change made.
-	I am missing some regulations on the Ombudsman	Correct – the next phase of work can consider whether or not Regulations are needed to underpin what is already in the Constitution.