**World Sailing Governance Committee Minutes**

**The World Sailing Governance Committee met via Microsoft Teams on 31 July 2025 at 13.00 UK time.**

| **Present:** | **Apologies:** |
|---|---|
| Balazs Hajdu (HUN) Chair | Sarah Treseder (GBR) – Vice Chair |
| Marco Aurelio (BRA) | Rodolphe Gautier (SUI) |
| Ashley Tobin (USA) | Diana Kissane (IRL) |
| David Tillett (AUS) | **In Attendance:** |
| Ute Reisinger (AUT) | Vice President – Cory Sertl |
| Fabio Mazzoni (ITA) | Vice President – Josep M Pla |
| Dincer Ceribas (TUR) | Urvasi Naidoo -WS Director of Legal and Governance |
| Malav Shroff (IND) | **Observers** |
| | Fred Hagedorn (USA) Council Member |
| | Peter Hall (CAN) Council Member |
| | Elena Papazoglou (CYP) |
| | |

1. **Opening of the Meeting**

a) Welcome from the Chair
The Chair welcomed everyone to the meeting and thanked them for their attendance.

b) Apologies
The apologies as above were noted.

c) Declarations
There were no additional declaration of interests.

2. **Proposal – Amendment to Article 14**

A proposal had been submitted by the MNAs of Austria, Germany, Hungary, Slovakia and Switzerland to amend Article 14 of the World Sailing Constitution.
There were two clauses of the Article which were proposed for amendment:

"14.2 The annual subscription is due on the last day of ~~*January*~~ ***February*** in each calendar year (or within ~~*30*~~ ***60*** days if the subscription invoice is sent later)."

And

"14.4 (b) did not pay ~~within 30 days of the due date~~ ***at least 60 days before elections for President or Vice President*** *are held* ~~*in Article 14.2, its annual subscription for that calendar year and the previous calendar year,*~~ ***all subscriptions due until such date,***
is not entitled to vote in any election for President or Vice President at the General Assembly. ~~***This rule applies whether or not the arrears are paid prior to the meeting."***~~

The Committee recommends that the two clauses of the proposal be voted on separately by the General Assembly.

From a legal perspective, the Committee is content with the proposed amendments.

From a governance perspective, the Chair discussed the Committee proposing its own recommendations to the Board to put forward to the General Assembly. It was a discussion, and it was agreed that a further draft would be submitted via email for the Committee to consider and vote upon via email.

There was one suggestion that membership can pay subscriptions in advance (e.g. for 4 years) if they wish. This suggestion would be considered with the Executive Office.

**3. Written resolution v General Assembly**

A draft amendment to Article 16.2 had been circulated to the Committee and there was a discussion. The amendment was to add the following text:
"In case a decision-making process in writing under 62.1 (i) is underway and an extraordinary meeting of the General Assembly is subsequently called to determine the same matter(s), the decision-making process in writing immediately terminates and the resolution(s) adopted at the extraordinary meeting of the General Assembly will resolve the matter."

The Committee discussed. There was ambiguity in the legal interpretation of current Articles of the IoM Companies Act which needs to be addressed. Therefore, further legal advice is needed in order to clarify if the above amendment would be in compliance with the Isle of Man Companies Act.

From a governance perspective, another view was that the Written Resolution decision making process could have equal weight to the extraordinary meeting decision making if a Town Hall had been called to allow stakeholder consultation and open debate.

The Committee voted and the vote was split.

This was an important matter and the Committee agreed to refer the matter to the Legal Department for the advice on the Act and to the Board to consider the legal and governance implications.

**4. Discussion of potential changes to the Regulations re closure periods for Proposals**

Deferred to next meeting.

**5. Any Other Business**

No other business had been notified to the Chair before the start of the meeting

**6. Closing Remarks**

The Chair thanked all members of the Committee for their attendance