

WORLD SAILING CONSTITUTION

(MEMORANDUM & ARTICLES OF ASSOCIATION)

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
WORLD SAILING LIMITED

1. Memorandum of Association

- 1.1 The name of the company is “World Sailing Limited” (“the Federation”).
- 1.2 The Federation is a private company limited by guarantee.
- 1.3 The objects of the Federation are to act as the world governing body and international federation of the sport of Sailing throughout the world, and in particular (but not limited to):
 - (a) to act as and carry out the functions and duties of a world governing body and international sports federation;
 - (b) to exercise the rights, duties, powers and responsibilities of an international federation under the terms of the Olympic Charter and, when applicable, the rules of the International Paralympic Committee;
 - (c) to promote the sport of Sailing regardless of colour, gender, physical ability, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status;
 - (d) to establish, supervise, interpret and amend the rules regulating racing and to adjudicate disputes and to take any appropriate disciplinary action (including the imposition of appropriate penalties);
 - (e) to act as the supervising organisation for the sport of Sailing, to grant and withdraw World Sailing status to or from classes of boats, and to prescribe the relevant rules and measurement procedures;
 - (f) to act as the organizing authority of the Olympic, and, when applicable, the Paralympic, Sailing Competitions;
 - (g) to control, organise, conduct, license or sanction other championships, Sailing events or activities;
 - (h) to examine, study, investigate, consider and report on all matters affecting the sport of Sailing and any persons interested therein or associated therewith and to collect, analyse and distribute information, statistics, opinions and reports thereon;
 - (i) to represent and protect the interests of any member of the Federation;
 - (j) to convene, arrange, organise and hold regattas, races and competitions of all sorts, to create and stimulate interest in and publicise the sport of Sailing;
 - (k) to create and stimulate interest in and publicise the sport of Sailing;

- (l) to convene, arrange, organise and hold exhibitions, shows, displays, meetings, seminars, conferences and discussions, and to provide prizes, bursaries, grants and awards for competitors and others; and,
- (m) to provide administrative services of any sort whatsoever to the members of the Federation and at the discretion of the Board to any other body or person interested in or associated with Sailing in any of its forms;

and in furtherance of such objects the Federation has all the powers of a natural person and company under law and may do all such acts or things which are necessary, desirable, incidental, or conducive to advancing the objects.

- 1.4 Every member of the Federation undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Federation in the event of its being wound up while a member or within one year after they cease to be a member, for payment of the debts and liabilities of the Federation contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 1.5 The registered office of the company is PO Box 95, 2A Lord Street, Douglas, Isle of Man, IM99 1HP. The Board may change the registered office from time to time.
- 1.6 The registered agent of the company is Baker Tilly Isle of Man Fiduciaries Limited. The Board may change the registered agent from time to time.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
WORLD SAILING LIMITED

PART I - MEMBERSHIP

1. Office

- 1.1 The registered office of the Federation must be on the Isle of Man as required by law.
- 1.2 The Federation may have additional offices outside the Isle of Man as decided by the Board.

2. Language

- 2.1 The official language of the Federation is English.
- 2.2 Other working languages may be introduced and, subject to Article 20.8, simultaneous translations may be provided at meetings as decided by the Board.

3. Membership

- 3.1 The Federation has the following categories of Membership:
 - (a) Member National Authorities (see Article 4) who are the members of the company at law;
 - (b) Associate Members (see Article 5);
 - (c) Continental Associations (see Article 6);
 - (d) World Sailing Class Associations (see Article 7); (e) Recognised Organisations (see Article 8); and, (f) Honorary Members (see Article 9.1).
- 3.2 Applications for Membership are decided by the General Assembly, however the Board may admit a Member on a provisional basis until the next ordinary annual meeting of the General Assembly. A provisionally admitted Member shall have the same rights, privileges and obligations of Membership as a fully admitted Member.
- 3.3 The General Assembly may:
 - (a) suspend a Membership in accordance with Article 12, or
 - (b) cancel a Membership in accordance with Article 13.

In addition, the Board may suspend any Member under Article 12 on a provisional basis until the next ordinary annual meeting of the General Assembly.
- 3.4 Any challenge to the status of an existing Member by another Member or by a third party must be decided by the General Assembly in accordance with the Regulations.

3.5 Membership is not transferable and is permanent unless and until:

- (a) the Member resigns on six months' notice in writing to the Chief Executive Officer;
- (b) the Member has its membership cancelled by the General Assembly; or
- (c) death (in the case of an Honorary Member), or, in the case of a corporation, organisation, society or similar entity, the Board decides that there has been an appointment of a liquidator, administrator or receiver, a winding-up, or any insolvency event (or the equivalent in the jurisdiction of incorporation of the corporation).

4. Member National Authorities

4.1 Only a national sailing authority as defined by Article 4.2 may apply for membership of the Federation as a Member National Authority.

4.2 A national sailing authority is an organisation which meets the following criteria in the sole opinion of the General Assembly:

- (a) it has jurisdiction over the sport of Sailing in its country (or in its territory if granted status as an Olympic nation) as recognised by the International Olympic Committee;
- (b) it is organized on a national basis and capable of exercising its mandate wherever there is significant Sailing activity;
- (c) it represents officially, through membership or affiliation, a significant majority of the yacht and sailing clubs and other Sailing organisations in the country;
- (d) it is recognised by any appropriate governmental sports authority (if there is one) and by the appropriate National Olympic Committee, either:
 - (i) at the time of the application; or,
 - (ii) by a date approved by the Board following its admission as a Member, and
- (e) it has a constitution which:
 - (i) has been approved by a majority of its members at a meeting called for that purpose;
 - (ii) provides for reasonable representation of all Sailing organisations within the country which are members (or has such other arrangements that the Board is satisfied represent the best interests of every class of members referred to in it);
 - (iii) requires at least one annual meeting of members to be held for which notice is provided of the meeting and the business to be conducted at the meeting;
 - (iv) provides for the election of the majority of its officers by its members on a regular basis; and,
 - (v) has been approved by the Board on the recommendation of the Governance Committee.

5. Associate Membership

- 5.1 An applicant to be an Associate Member must be an organisation which meets the following criteria in the sole opinion of the General Assembly:
- (a) the territory is not recognised by the International Olympic Committee (not being a country under paragraph 1 of Rule 30 of the Olympic Charter);
 - (b) it promotes and manages the sport of Sailing within its territorial waters independently of another country or territory (including the governance of the applicant);
 - (c) if the territory in question is an integral part of, or has some dependent (e.g. colonial relationship) with, a parent state, the Member National Authority of that state has granted its consent to the application;
 - (d) the territory is geographically separated from any parent state by the sea, without bordering, or being in close proximity to, it or its coastal waters;
 - (e) another country's laws do not require a competitor of the applicant territory to compete under the jurisdiction of that country and its Member National Authority; and,
 - (f) it has a constitution which meets the requirements in Article 4.2(e).

6. Continental Associations

- 6.1 An applicant to be a member as a Continental Association must be an organisation which meets the following criteria, in the sole opinion of the General Assembly:
- (a) it represents one or more Continents of World Sailing;
 - (b) at least two-thirds of the Member National Authorities in the Continent are members;
 - (c) its objects include:
 - (i) the promotion of the sport of Sailing in its area of influence;
 - (ii) the co-ordination, together with Member National Authorities within the Continent, of the competition calendars to avoid clash of dates of competitions;
 - (iii) the establishment of the basis for development and promotion of classes, which are popular in its territorial area, though not recognized by World Sailing;
 - (iv) the promotion of race officials' education and the encouragement of exchanges of race officials between countries in its area; and,
 - (v) the co-ordination of competition activities with the Member National Authorities and the regional sports organisations within their regions which are responsible for organizing sports events in their region, and
 - (d) it has a constitution which meets the requirements of Article 4.2(e) as far as relevant.

7. World Sailing Class Associations

- 7.1 An international class association, or a legal entity representing an international rating system, may be admitted as a World Sailing Class Association if, in the sole opinion of the General Assembly, it meets the criteria set out in the Regulations.

8. Recognised Organisations

- 8.1 Any other organisation may be admitted to membership as a Recognised Organisation if it meets the following criteria:
- (a) it is a self-administered international organisation;
 - (b) it is not a national sailing authority nor a World Sailing Class Association (or a member thereof);
 - (c) it is interested in, or associated with, the sport of Sailing;
 - (d) its rights, if admitted, would not conflict with the rights of another Member; and,
 - (e) it has a constitution which meets the requirements of Article 4.2(e) as far as relevant.

9. Honorary Members & Titles

- 9.1 The General Assembly may admit any person who has demonstrated outstanding or exceptional service to the Federation or the sport of Sailing to honorary membership of the Federation.
- 9.2 The General Assembly may confer on any individual any title of honour recommended by the Board. Such honorary title does not confer any other rights, privileges, duties or responsibilities on the recipient.
- 9.3 The General Assembly may remove any honorary title or honorary membership if the Board recommends there is a good reason to do so.

10. Rights and Privileges of Membership

- 10.1 Subject to the Constitution and the Regulations, Member National Authorities have the following rights and privileges of membership:
- (a) to exercise the rights and powers of a Member National Authority under the Racing Rules of Sailing and the Regulations;
 - (b) to enter, whether directly or through its affiliated clubs and organisations, boats in racing held under the Racing Rules of Sailing;
 - (c) subject to Article 14.4, to appoint a voting Delegate to the General Assembly;
 - (d) to submit nominations for the election to the Board and for membership of Committees and Sub-committees;
 - (e) to be a member of the relevant Continental Association (subject to its constitution);
 - (f) to receive an annual report from the Board and the annual audited financial statements;
 - (g) to receive circulars and other official information from the Federation;
 - (h) to make Proposals to World Sailing in accordance with the Regulations; and,

- (i) any other rights or privileges expressly granted under this Constitution and the Regulations.

10.2 All other Members have the rights of membership set out in Articles 10.1(f) to 10.1(i).

11. Obligations of Membership

11.1 It is an obligation of all Members of the Federation to:

- (a) promote the objects, interest and influence of the Federation;
- (b) carry out, and comply with, the rules, regulations and decisions of the Federation;
- (c) refrain, and use reasonable endeavours to persuade others within their area of jurisdiction to refrain, from actions that are inconsistent with the objects, rules, regulations or decisions of the Federation;
- (d) ensure that there is no unlawful discrimination on the grounds set out in clause 1.3(c) of the Memorandum of Association;
- (e) maintain their eligibility for Membership under the relevant Article of this Constitution;
- (f) prevent improper use or abuse of terms such as “world”, “continental”, “international” or “regional” that properly relate to activities recognized by the Federation (including as specified in the Regulations); and,
- (g) pay the annual subscription and any other fees, dues or other payments as and when due.

11.2 Member National Authorities must carry out the duties and responsibilities of a national authority under the Racing Rules of Sailing and the Regulations in a due and proper manner.

11.3 World Sailing Class Associations must implement the objects and decisions of the Federation affecting their classes and protect the design characteristics of their classes.

11.4 Member National Authorities must comply with the following obligations (unless granted an exemption by the Board from time to time on such terms as it may think fit):

- (a) remain autonomous, manage their internal affairs independently, and ensure that no third party (whether state, government or private) interferes with their operations (however a Member National Authority may accept an appropriate level of control over its financial affairs in order to meet any conditions imposed on financial grants or allowances paid to it, provided that such control does not extend to interference in the Member National Authority’s strategy or operations);
- (b) resist any inappropriate pressures (such as political, religious or financial pressure) that may infringe their obligations to observe the World Sailing Constitution and Regulations;
- (c) report any interference (or attempted interference) to the Chief Executive Officer as soon as reasonably practicable;

- (d) make provision for an election or internal appointment system that ensures complete independence of the Member National Authority from state, government or other public authority interference (provided that a Member National Authority may, in its discretion, elect representatives from those authorities); and,
- (e) not permit state, government or other public authorities to appoint members of the executive board (or equivalent) of the Member National Authority (provided that the Member National Authority may, in its discretion, permit a limited number of non-voting positions on such board to external representatives).

11.5 In addition to the powers of the General Assembly and the Board under Articles 3.3 and 12, the Board may take the following actions for a breach of Article 11.4:

- (a) issue a formal warning to the Member National Authority and require it to take such measures as are necessary to comply with its obligations within a certain period of time; and/or,
- (b) not recognize decisions or notices made by the Member National Authority or any elections or appointments made by it.

12. Suspension of Membership

12.1 A Member may be suspended if:

- (a) it has not paid its annual subscription (including all arrears) or any fees, dues or other payments due to the Federation or any of its subsidiary or associated companies;
- (b) it is in breach of any provision of the Constitution or Regulations (or any obligation imposed on it by the Constitution or Regulations);
- (c) it acts in a manner which is contrary to the objects of the Federation; or, (d) is subject to one of the actions listed in Article 3.5(c).

12.2 If suspension of Membership is proposed:

- (a) under Article 12.1(a), the Chief Executive Officer must first certify in writing that the debt has been outstanding for more than 30 days following a written demand for payment from the Federation; or,
- (b) under any other Article, the Member must first be notified in writing of the proposal to suspend it by the Board, together with reasons, and the Member must be given at least 30 days to respond (or, in cases of urgency, such lesser period as the Board may consider appropriate).

12.3 Any Member whose suspension is proposed has the right to make representations to the General Assembly or the Board (as appropriate) prior to any vote on the matter.

12.4 The General Assembly or the Board may impose conditions on any suspension, including its length and the terms on which it may be reinstated.

12.5 A suspended Member is not entitled to exercise any of the rights or privileges of Membership, nor may it participate in meetings of the Federation.

12.6 The Board may reinstate a Member if:

- (a) it was suspended under Article 12.1(a) and the Chief Executive Officer has certified that all monies owing to the Federation have been paid; or,
- (b) in any other case, the General Assembly authorised the Board to reinstate the Member (subject to any conditions the General Assembly made in its decision).

13. Cancellation of Membership

- 13.1 A Member may have its membership cancelled if it:
- (a) has been suspended under Article 12.1(a) for at least 12 months;
 - (b) has persistently or repeatedly breached any Article, Regulation or any obligation imposed on it by the Constitution or Regulations;
 - (c) acted in a manner which in the opinion of the General Assembly:
 - (i) is contrary to the objects of the Federation; and,
 - (ii) its acts brought, or may have brought, the Federation or the sport of Sailing into serious disrepute;
 - (d) is subject to one of the actions listed in Article 3.5(c); or
 - (e) has been recommended for cancellation in accordance with the Regulations.
- 13.2 The procedures in Articles 12.2 and 12.3 also apply to cancellation of membership.
- 13.3 Any Member cancelled under Article 13.1(a) may re-apply for admission but must not be re-admitted until all outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and the Chief Executive Officer has certified this fact in writing.

14. Subscriptions

- 14.1 Every Member, other than an Honorary Member, must pay an annual subscription to the Federation of such amount as the General Assembly may decide from time to time on the recommendation of the Board.
- 14.2 The annual subscription is due on the last day of January in each calendar year (or within 30 days if the subscription invoice is sent later).
- 14.3 The Board may deny or withhold any rights or privileges of membership until a Member's annual subscription and all arrears (if any) are paid.
- 14.4 From 1 February 2025, a Member National Authority which:
- (a) has been a Member for more than two years; and,
 - (b) did not pay, within 30 days of the due date in Article 14.2, its annual subscription for that calendar year and the previous calendar year,
- 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.

PART II – GENERAL ASSEMBLY

15. The General Assembly

- 15.1 A general meeting of the Federation is known as a General Assembly.

16. General Assembly: Convening and Notice

- 16.1 The ordinary annual meeting of the General Assembly must be held at a location, date and time decided by the Board in accordance with this Constitution. Meetings must be held at locations which the Board decides meet any criteria approved by the General Assembly for the location of its meetings.
- 16.2 The Chief Executive Officer must call the ordinary annual meeting of the General Assembly under the authority of the Board and must also call an extraordinary meeting of the General Assembly whenever:
- (a) the Board resolves to do so for any reason; or
 - (b) required to do so under section 67(2) of the Act¹.
- 16.3 At least 21 clear days' notice of meetings of the General Assembly must be given to all Members and to the auditors of the Federation. The notice must specify:
- (a) the date, time and location of the meeting;
 - (b) the date and time by which Delegates must be registered with the Chief Executive Officer; and
 - (c) the items of business to be discussed at the meeting including all resolutions properly proposed.

The accidental omission to give notice to, or the non-receipt of such notice by, a Member National Authority shall not invalidate any resolutions passed, or the proceedings of, the General Assembly.

- 16.4 The content of the notice (which constitutes the agenda) is set under the authority of the Board and must contain all items of business that are:
- (a) required by law;
 - (b) required under the Constitution, Regulations, or any rules of procedure of the General Assembly; and,
 - (c) for the ordinary annual meeting of the General Assembly, Proposals submitted by any Member National Authority under Article 16.5.

All other supporting papers should be sent to Delegates not less than seven days before the meeting.

- 16.5 Any Proposal from a Member National Authority to amend the Constitution or which is otherwise within the powers of the General Assembly under Article 17 must be submitted to the Chief Executive Officer no later than 1 August in each calendar year. However, if a Proposal is made under Article 17.3 and the challenged decision of the

¹ Section 67(2): *The directors of a company shall call a meeting of the company to consider a resolution if requested in writing to do so by a member or members holding at least 10 per cent ... of the voting rights in relation thereto.*

Board was made in July of that year, the deadline for submitting the Proposal is 15 August.

- 16.6 The ordinary annual meeting of General Assembly must be held in the last three months of the calendar year.

17. General Assembly: Powers

17.1 Subject to Article 17.5, the General Assembly has the power to:

- (a) approve the strategy of World Sailing, as recommended by the Board not less than every four years;
- (b) elect the President and the Vice Presidents;
- (c) remove the President or any member of the Board under section 96 of the Act;
- (d) admit, suspend and cancel Membership;
- (e) approve the annual subscriptions on the recommendation of the Board;
- (f) amend the Constitution;
- (g) reject changes to the Regulations under Article 17.3;
- (h) receive the annual report of the Board (a report on the Federation's activities since the last General Assembly, progress on fulfilling the Federation's objects, and progress against the World Sailing Strategy);
- (i) receive the annual audited financial statements of the Federation (including its group of companies) for the previous financial year;
- (j) approve the Financial Plan on the recommendation of the Board and receive annual reports from the Board on progress against the Financial Plan;
- (k) receive a report from the Board on its policies and procedures for the financial management, internal control and risk management of the Federation;
- (l) appoint the external auditors on the recommendation of the Board;
- (m) approve criteria for the location of its meetings;
- (n) approve or reject the events and equipment for the Olympic Games on the recommendation of Council;
- (o) make, amend or revoke any Regulations which govern the procedures for the selection, review or removal of Olympic Events and Equipment on the recommendation of Council,
- (p) receive reports on the progress and outcomes of any Olympic Games, Paralympic Games, World Sailing events and any special events held in the previous year and to be held in the following year;
- (q) approve the appointment of members of the Independent Bodies (except the Nominations Panel) on the recommendation of the Nominations Panel;
- (r) remove the members of the Independent Bodies if they have breached a provision of the Constitution or Regulations (and the member must first have the opportunity to make representations to the General Assembly);

- (s) dissolve, liquidate or otherwise wind-up the Federation in accordance with the law of the Isle of Man; and,
 - (t) to carry out any other functions expressly conferred on the General Assembly by the Constitution.
- 17.2 A resolution under Articles 17.1(f), or 17.1(s) must be passed by at least a 75% majority. Otherwise, Article 62.1(c) applies.
- 17.3 The General Assembly may, at its ordinary annual meeting, reject any change to the Regulations made by the Board provided that:
- (a) the request to do so is made through a Proposal submitted by a Member National Authority under Article 16.5;
 - (b) the Regulation in question was changed after the deadline for Proposals to the previous ordinary meeting of the General Assembly;
 - (c) the General Assembly must first consider any appropriate recommendations made to it by the Board, Council, Committees and Sub-committees; and
 - (d) the decision of the Board is binding until the decision of the General Assembly and the decision of the General Assembly does not have retrospective effect.
- 17.4 Except for decisions taken within its powers, any other decision of the General Assembly is advisory to the Board as an indication of the wishes of the Membership.
- 17.5 The General Assembly must make decisions based on recommendations from the Board, Council, or the appropriate Committee, Sub-committee or Independent Body. If the General Assembly does not agree with a recommendation, it must reject it and cannot substitute its own decision. However, this Article does not apply to: (a) the election or removal of directors; or (b) decisions:
- (i) to change the Federation's name;
 - (ii) to change the registered office or registered agent of the Federation;
 - (iii) to amend the Constitution; or
 - (iv) made under Articles 17.1(s) or 17.3.

18. General Assembly: Attendance

- 18.1 Member National Authorities may only be represented at a General Assembly by Delegates and only if entitled to participate under Articles 14.3 and 14.4. The following provisions apply to Delegates:
- (a) Each Member National Authority may appoint one Delegate to attend, speak and vote on its behalf. A Delegate can only represent one Member National Authority.
 - (b) Each Member National Authority must send to the Chief Executive Officer a certificate of appointment of its Delegate so that it is received no later than 48 hours prior to the date and time of the meeting.
 - (c) Certificates of appointment which in the opinion of the President do not comply with Article 18.1, having taken advice from the Governance Committee, are invalid.

- (d) A certificate of appointment must be signed by the president, secretary general or chief executive (or other chief officer) of the Member National Authority.
- (e) Delegates must be:
 - (i) a member of the Member National Authority they represent (or if the Member National Authority has no personal members, a member of an organisation affiliated to the Member National Authority); and
 - (ii) either be a national of, or Ordinarily Resident in, the country of the Member National Authority.

Proof of membership and of nationality or residency must accompany the certificate of appointment.

18.2 Prior to the start of the meeting, if:

- (a) a valid certificate of appointment for a Delegate was received; and,
- (b) the Delegate cannot now attend due to an emergency or other good reason outside of their control,

the original Delegate may appoint an alternate Delegate if:

- (c) the alternate Delegate would otherwise comply with Article 18.1;
- (d) the certificate of appointment authorises the original Delegate to appoint an alternate Delegate; and,
- (e) written notice of the alternate appointment is first given to the Chief Executive Officer and is approved by the chair of the meeting as having met the requirements of this Article.

18.3 Delegates may attend, speak and vote remotely at a General Assembly via such electronic means as the Board may reasonably make available. In exceptional circumstances, the Board may decide the entire meeting is to be held remotely.

18.4 In addition to Delegates, the following are entitled to attend and speak at meetings of the General Assembly:

- (a) the President and the directors;
- (b) one representative of each Member (other than Member National Authorities or Honorary Members) if written notice of their appointment has been given under the provisions of Article 18.1 (as applied to the Member);
- (c) the chairs of the Nominations Panel, Board Sub-committees, Committees, Sub-committees and the Independent Bodies (who may only speak on matters concerning their bodies); (d) the Chief Executive Officer; and, (e) the external auditors.

In addition, any other person may attend and speak as permitted by the chair of the meeting.

18.5 The Board must periodically review whether the Federation can contribute towards the costs of Delegates attending the General Assembly.

19. General Assembly: Quorum

- 19.1 Subject to Article 19.2, a quorum of the General Assembly is 40 Member National Authorities present by their Delegates (in person or remotely).
- 19.2 If a quorum is not present within 60 minutes of the scheduled time of the meeting, or later ceases to be present (after allowing for a short adjournment), then:
- (a) at the ordinary annual meeting or an extraordinary meeting called by the Board under Article 16.2(a), the chair must adjourn the meeting to resume and be held electronically within the next fourteen days (as determined by the Board) and the Delegates then present at such electronic meeting will constitute a quorum (even if there are not 40 present); or,
 - (b) at any other meeting, the chair must close the meeting forthwith.

20. General Assembly: Chair, Procedures & Voting

- 20.1 The chair of the General Assembly is the President (subject to Article 43.1(d)).
- 20.2 If the President is unavailable or cannot for any reason assume the chair, the Board must appoint a director to act as chair of that meeting.
- 20.3 Subject to Articles 12 and 14, only Delegates are entitled to vote and each Delegate has one vote. In the case of a tie, the chair has a casting vote (but not at an election of directors where any tie must be resolved in accordance with Articles 48 or 49).
- 20.4 Any objection to the qualification of a Delegate to vote must be raised at the first reasonable opportunity, as decided by the chair. Objections must be decided by the chair whose decision is final.
- 20.5 The chair may adjourn the meeting to a different time or place with the meeting's consent, and must do so when directed by the meeting. No business is to be transacted at an adjourned meeting other than business which was on the original notice of meeting.
- 20.6 The General Assembly governs its own procedure but in accordance with any rules of procedure made by the Board which are consistent with this Constitution.
- 20.7 The Board must ensure that meetings of the General Assembly are open to observers from Members (the nature and number of which to be decided by the Board from time to time). The Board may also permit the meeting to be publicly broadcast and permit accredited media to attend.
- 20.8 The Board may arrange translation from English to and from French and Spanish (or any other appropriate language) if, in its opinion, there is significant need to do so and it is financially viable.
- 20.9 The agenda, minutes and supporting papers of the General Assembly must be published within fourteen days of their approval on the World Sailing website (unless there is good reason not to do so).

PART III – BOARD

21. The Board

- 21.1 The directors of the Federation collectively constitute its non-executive board of directors.
- 21.2 The Board is responsible for the governance of the Federation and for making all decisions not otherwise reserved to the General Assembly or another body under the Constitution.

22. The Board: Role and Powers

- 22.1 The directors must at all times:
 - (a) act in good faith and in the best interests of the Federation;
 - (b) act in accordance with the Constitution and Regulations;
 - (c) exercise their powers only for purposes allowed by law;
 - (d) exercise independent judgement;
 - (e) not use the property, information or opportunities available to the Federation for their own benefit;
 - (f) disclose any interests and act in accordance with World Sailing's conflicts of interest rules;
 - (g) act with the care, skill and diligence that a reasonable director would exercise; and,
 - (h) ensure that all Members are treated impartially and fairly.
- 22.2 In exercising its powers and responsibilities, the Board must consult as it considers reasonably appropriate with the Members and consider any appropriate recommendations made to it by the General Assembly, Council, the Committees, Sub-committees, Commissions or Working Groups.
- 22.3 The Board has the following powers and responsibilities to:
 - (a) develop the World Sailing Strategy, and after consultation with Council, submit it for approval by the General Assembly not less than every four years;
 - (b) report annually to the General Assembly on progress against the World Sailing Strategy;
 - (c) implement policy decisions of Council, and maintain and publish a Register of Policies;
 - (d) admit or suspend Members on a provisional basis under Article 3;
 - (e) recommend the annual subscription for approval by the General Assembly;
 - (f) approve an annual budget for the financial year and report annually to the General Assembly on progress against the annual plan;
 - (g) recommend amendments to the Constitution to the General Assembly (having considered the recommendation of the Governance Committee);
 - (h) make, amend and revoke the Regulations of World Sailing, subject to:

- (i) the power of the General Assembly to reject or amend any changes to the Regulations under Article 17.3;
- (ii) the approval of Council where the decision affects or implements policy;
- (iii) the Regulations must be consistent with the Constitution; and
- (iv) any Regulations which govern the procedures for the selection, review or removal of Olympic Events and Equipment must be approved by Council and the General Assembly under Article 17.1(o);
- (i) review and change any decisions made under Article 38.4;
- (j) recommend the Financial Plan for approval by the General Assembly and to report annually to the General Assembly on progress against such Financial Plan;
- (k) approve and monitor the annual budget and financial forecasts;
- (l) approve the annual audited financial statements of the Federation (including its group of companies) and determine the financial reporting date of the Federation (as permitted by law);
- (m) recommend the appointment of the external auditors to the General Assembly;
- (n) appoint the Chief Executive Officer (including setting the terms and conditions of appointment and monitoring performance) and remove the Chief Executive Officer (in accordance with any applicable law);
- (o) approve and monitor delegations of authority to the Chief Executive Officer, and from the Chief Executive Officer to the staff;
- (p) appoint and remove the company secretary and registered agent of the Federation;
- (q) through the Board's Audit Sub-committee, monitor insurance cover, internal controls and risk management policies and assess their effectiveness;
- (r) approve and monitor policies and procedures for financial management, risk management and legal compliance;
- (s) approve and monitor the policies of the Federation and any subsidiary companies or related entities for the management of staff, systems, procurement, and other internal procedures;
- (t) approve the establishment, maintenance and dissolution of subsidiaries and related entities of the Federation (and must report to the General Assembly on their affairs);
- (u) approve the branding of the Federation and its assets and properties;
- (v) approve World Sailing events and the calendar of the events designated under the Regulations;
- (w) approve, award and sanction World Sailing events and special events;
- (x) appoint and approve race officials to events under the Racing Rules of Sailing in accordance with the Regulations;
- (y) when Sailing is on the programme of the Paralympic Games, approve the events and equipment on the recommendation of the Para Sailing Committee;

- (z) subject to Articles 25.2 and 25.3, appoint and dissolve such Board Sub-committees as it considers appropriate to advise the Board on its responsibilities (including the terms of reference);
 - (aa) recommend the chairs, vice-chairs and members of the Committees and Sub-committees to Council for appointment;
 - (bb) appoint and remove the chairs, vice-chairs and members of Commissions;
 - (cc) appoint and dissolve such Working Groups as it considers appropriate to advise a Committee or Sub-committee, the Chief Executive Officer or the Board, including to appoint the chairs and members of such Working Groups;
 - (dd) approve the terms of reference of Committees and Sub-committees which report to the Board, and of Commissions and Working Groups, and monitor progress against approved work plans; and,
 - (ee) resolve and determine any disputes or matters not provided for under the Constitution or Regulations.
- 22.4 If not reserved to another body under this Constitution, the Board may exercise all legal, other powers, and other functions of the Federation.
- 22.5 The powers of the Board may only be exercised:
- (a) at a properly convened meeting at which a quorum under Article 26.3 is present; or,
 - (b) under the terms of a resolution passed by the Board (which may include a written resolution).
- 22.6 The Board may delegate by resolution any of its powers to one or more directors, including the President, to the Chief Executive Officer, to a Board Sub-committee or Commission. Any delegation is subject to any conditions the Board imposes and must be minuted. The Board may vary or revoke the delegation at any time.

23. The Board: Membership

- 23.1 The Board consists of nine directors, who are:
- (a) the President elected in accordance with Article 48;
 - (b) seven directors elected in accordance with Article 49 (each a “Vice President”); and
 - (c) the Chair of the Athletes’ Committee elected by the Athletes’ Committee from time to time.
- 23.2 Under section 110(1) of the Act, a director cannot appoint an alternate².
- 23.3 Taken together, the President and the Vice Presidents must have an equal number of men and women.
- 23.4 No more than one director (including the President) may be a national of the same country at the date of election and during their term of office. This does not apply to the Chair of the Athletes’ Committee.

² s. 110(1) *Subject to the memorandum or articles of a company, a director of the company may by a written instrument appoint an alternate who need not be a director.*

- 23.5 In order to be a director, a person must upon election and during their term of office:
- (a) be eligible under the law of the Isle of Man to hold office as a company director;
 - (b) have delivered to the Chief Executive Officer such documents as are required by law to be delivered on appointment as a company director; (c) not have been:
 - (i) convicted of a serious criminal offence or other offence or regulatory finding (whether imposed by a court, tribunal or disciplinary body) which brings or may bring World Sailing into disrepute;
 - (ii) barred from holding office as a director by the Disciplinary Tribunal; or
 - (iii) convicted of an anti-doping rule violation;
 - (d) not be an Employee of World Sailing; and
 - (e) not be an Employee, board member, president, or other officer of a Member at the time as being a director of the Federation (but may seek to be elected as a director whilst holding a conflicting office provided that they have resigned from holding such office within three months of election).

These eligibility requirements are in addition to any other eligibility requirements for election.

- 23.6 Article 23.5(e) does not apply to an honorary president or other honorary officer of a Member provided that their position involves no role in, or influence over, the management or operations of the Member.

24. The Board: Terms of Office

- 24.1 The President and the Vice Presidents hold office for a term of approximately four years, which:
- (a) starts at the conclusion of the General Assembly at which they are elected; and,
 - (b) ends at the conclusion of the ordinary annual General Assembly held in the fourth year of their term.
- 24.2 The Chair of the Athletes' Committee holds office for four years starting on the date of their election by the Committee. The Chair must be eligible to serve as a director under Article 23.5.
- 24.3 No director may hold office for more than two terms of office in total (consecutively or non-consecutively). However, the following exceptions apply:
- (a) a director may serve for up to two additional terms of four years as President (consecutively or non-consecutively); and,
 - (b) in calculating the time served under this Article for the President or a Vice President, no account is to be taken of time served as Chair of the Athletes' Committee.

For the avoidance of doubt, the provisions of this Article apply to terms of office served before and after the General Assembly in 2024.

24.4 Notwithstanding Articles 24.1 to 24.3, the provisions of Appendix A apply until the end of 2024.

24.5 The office of a director becomes vacant if:

- (a) the director resigns by notice in writing to the Chief Executive Officer;
- (b) the director dies;
- (c) the director ceases to be eligible to hold office under Article 23.5;
- (d) the director fails to attend at least three meetings of the Board (without leave from the President or the Board) and the Board then resolves to remove the director for that reason;
- (e) the director is removed from office by the General Assembly or the Disciplinary Tribunal; or,
- (f) in the case of the Chair of the Athletes' Committee, the Chair ceases to be chair of the Committee.

24.6 In the event of a vacancy:

- (a) for the position of President, the Board must appoint one of the Vice Presidents of the same gender to serve as an acting President (in addition to their office as Vice President) until the next ordinary General Assembly (at which meeting the General Assembly must elect a new President to serve for the remainder of the unexpired term);
- (b) for the Vice Presidents, the position will remain vacant until the next ordinary annual General Assembly (at which meeting the General Assembly must elect a new director of the same gender as the director who vacated the position to serve for the remainder of their unexpired term);
- (c) for the position of Chair of the Athletes' Committee, the Committee must elect one of its number to replace the Chair; and (d) if:
 - (i) the President and the other directors of the Board are removed as a whole under Article 17.1(c);
 - (ii) the number of directors in office at any one time is less than five due to the removal of any directors under Article 17.1(c); or (iii) all the directors otherwise vacate their office,

the Chief Executive Officer must forthwith call an extraordinary meeting of the General Assembly, to be held as soon as practicable, at which an election must be held to fill the vacancies. Such election must be held in accordance with Articles 47 to 49.

24.7 Any term of office served to fill a vacancy as part of an unexpired term for a former director does not count towards the limit on terms of office in Article 24.3.

25. The Board: Board Sub-committees

25.1 A Board Sub-committee is a committee appointed by the Board to carry out certain corporate and regulatory responsibilities on behalf of the Board. It reports directly to the Board and carries out functions delegated to it. It may include members who are not members of the Board, but if the Board delegates its authority to a Board Sub-

committee, the Board must consider whether it is appropriate for members of the Board to be included in its membership.

- 25.2 It is required that the Board must establish and appoint an Audit Sub-committee (which must have an Independent chair recommended by the Nominations Panel and who may serve no more than two terms of four years in office).
- 25.3 The Board may appoint and dissolve other Board Sub-committees as it considers appropriate (but for the avoidance of doubt the Board cannot appoint or dissolve Committees or Sub-committees).

26. The Board: Procedures

- 26.1 The Board must meet on a regular basis as necessary to consider its business. Meetings of the Board must be convened by the Chief Executive Officer on instruction from the President or from any two directors.
- 26.2 Meetings of the Board are held in private but the Board may invite such persons to attend as it thinks fit.
- 26.3 The quorum for a meeting of the Board is five directors. The Board may regulate its proceedings as it thinks fit and, in particular:
 - (a) may meet wholly or partly via conference call or other electronic means provided that persons participating in the meeting can hear and speak to each other simultaneously; and
 - (b) may pass a resolution in writing provided that:
 - (i) it is sent to all directors entitled to notice of a meeting; and,
 - (ii) it is consented to in writing by more than half of the directors entitled to vote on the resolution.
- 26.4 The President is the chair of the Board. If the President is unavailable or cannot for any reason assume the chair, the Board must appoint one of its number to act as chair for that meeting.
- 26.5 Every director is entitled to one vote unless disqualified from voting due to a conflict of interest by the chair of the meeting. In the event of a tie, the chair of the meeting has a second and casting vote.
- 26.6 The minutes of meetings of the Board must be published within fourteen days of their approval on the World Sailing website unless the Board decides that, for reasons of confidentiality, legal privilege, commercial sensitivity or personal privacy, a specific part of the minutes is to be redacted. The reason for any redaction must be stated.

PART IV – PRESIDENT & CHIEF EXECUTIVE OFFICER

27. The President

- 27.1 The President is the principal representative of the Federation and the sport of Sailing.
- 27.2 The President has the following powers and responsibilities:

- (a) to act as the lead representative and spokesperson of the Federation;
- (b) to chair the General Assembly, Council, and the Board (and to ensure the proper and efficient administration of the business of those bodies);
- (c) to maintain relations with the Members;
- (d) to maintain relations with key stakeholders (in particular the International Olympic Committee, the International Paralympic Committee, governments, non-governmental organisations and other relevant external bodies);
- (e) as the non-executive chair of the Board, to support and liaise regularly with the Chief Executive Officer, provide advice and monitor their work; and,
- (f) to carry out any other functions conferred by the Constitution, Regulations or delegated to the President by the General Assembly, Council, or the Board.

28. The Chief Executive Officer

- 28.1 The appointment, terms and conditions, and removal of the Chief Executive Officer is decided by the Board.
- 28.2 The Chief Executive Officer is responsible for the management and operations of the Federation under the authority of the Board and subject to (in order of precedence):
- (a) the Constitution and Regulations; and
 - (b) the decisions, policies and procedures of the Board; and (c) the World Sailing Strategy and policies.

Any conflict or inconsistency in the above provisions must be referred to the Board for determination.

- 28.3 The Chief Executive Officer is responsible for:
- (a) developing the World Sailing Strategy (for approval by the Board and, following consultation with Council, the General Assembly) and the annual plan (for approval by the Board);
 - (b) implementing the World Sailing Strategy and the annual plan and reporting to the Board against it;
 - (c) implementing policy decisions of Council;
 - (d) developing an annual budget for approval by the Board and the Financial Plan for consideration by the Board;
 - (e) providing full financial reports and forecasts to the Board on a regular basis;
 - (f) managing the operations of the Federation;
 - (g) the appointment, monitoring and dismissal of staff;
 - (h) sourcing and maintaining sponsors and other sources of revenue consistent with the World Sailing Strategy;
 - (i) implementing the policies of the Federation and, if directed by the Board for any subsidiary companies or related entities, on the management of staff, systems, procurement, and other internal procedures;

- (j) supporting the work of the General Assembly, the Board, Council, Board Sub-committees, Committees, Sub-committees, Commissions and Working Groups;
 - (k) recommending to the Board the establishment of Working Groups and thereafter managing their functions;
 - (l) undertaking functions assigned by the Constitution or Regulations; and, (m) undertaking any other functions delegated by the Board.
- 28.4 Unless the body otherwise requires, the Chief Executive Officer or their nominee from the staff must attend in a non-voting capacity all meetings of:
- (a) the General Assembly;
 - (b) Council;
 - (c) the Board and (if requested) Board Sub-committees; and, (d) all Committees, Sub-committees, and Commissions; and must cause proper minutes to be taken of their proceedings.
- 28.5 In the event there is no Chief Executive Officer or one capable of acting, the Board may authorise one or more members of staff to exercise the powers and functions of the Chief Executive Officer.
- 28.6 The Chief Executive Officer may delegate his or her authority to one or more members of staff on such terms as the Chief Executive Officer may think fit. The Chief Executive Officer may vary or revoke a delegation at any time.

PART V – COUNCIL

29. Council

- 29.1 Council is responsible for:
- (a) debating and deciding the overall policy of World Sailing, which must be consistent with the World Sailing Strategy;
 - (b) approving any Regulations made by the Board which affect or implement policy;
 - (c) receiving reports from the Board and Committees on the implementation of the World Sailing Strategy and policies;
 - (d) advising the Board on the proposed World Sailing Strategy before it is recommended to the General Assembly for approval;
 - (e) approve the terms of reference of Committees and Sub-committees which report to Council;
 - (f) monitoring the progress of Committees and the Board on the delivery of World Sailing Strategy and objectives and provide feedback on areas for improvement;
 - (g) appointing and removing the members of Committees and Sub-committees on the recommendation of the Board; and
 - (h) making protective suspension decisions as set out in Article 52.

- 29.2 Council is responsible for recommending to the General Assembly the programme of events and equipment for the Olympic Games and any Regulations which govern the procedures for the selection, review or removal of Olympic Events and Equipment.
- 29.3 Council must make decisions based on recommendations from the Board, or the appropriate Committee or Sub-committee. If Council does not agree with a recommendation, it must reject it and refer the matter back to the recommending body with comments for further consideration. Council must not substitute its own decision.
- 29.4 Members of Council are responsible for placing before Council the views of any Group or body they represent, but in exercising their votes they must have regard to the best interests of World Sailing and the sport of Sailing around the world as a whole.

30. Council: Membership

- 30.1 Council is composed of:
- (a) the President;
 - (b) the seven Vice Presidents;
 - (c) the Chair of the Athletes' Committee; (d) the Chairs of:
 - (i) the Equity, Diversity and Inclusivity Committee;
 - (ii) the Oceanic & Offshore Committee;
 - (iii) the Para Sailing Committee; and
 - (iv) the World Sailing Classes Committee, and
 - (e) not more than 30 Group members appointed by the Member National Authorities in accordance with Article 31.
- 30.2 Each member of Council, with the exception of the President or a Vice President, may appoint an alternate to represent and vote on their behalf at meetings of Council. Article 32.2(b) applies to alternates and, in addition, any alternate:
- (a) in the case of a Group member, must be:
 - (i) a member of a Member National Authority in the Group at the date of appointment; and
 - (ii) either a national of, or be Ordinarily Resident in, a country in the Group;
 - (b) in the case of Chair of a Committee, must be a member of that Committee at the date of appointment; and
 - (c) in all cases, the appointment of an alternate must be notified to the Chief Executive Officer in writing and the appointment ceases upon:
 - (i) the appointing Council member revoking the appointment; or
 - (ii) the appointing Council member ceasing to be a member of Council.

31. Council: Group Appointments & Removals

- 31.1 The Group members of Council are appointed by the groups of Member National Authorities (each "a Group") shown in the table of Schedule 1 to this Constitution.

Each Group is entitled to appoint the number of members shown opposite its entry in the table.

- 31.2 Group members of Council must throughout their term of office be:
- (a) a member of a Member National Authority in the Group; and
 - (b) either a national of, or be Ordinarily Resident in, a country in the Group;
- 31.3 On admission of any new Member National Authority, the General Assembly must amend Schedule 1 accordingly.
- 31.4 The appointment of Group members of Council must be administered by the Chief Executive Officer.
- 31.5 The election period for Group members begins 60 days before the ordinary annual General Assembly at which the election of the President and the Vice Presidents is scheduled to occur. The election period closes 30 days before the General Assembly. During the election period, Member National Authorities may nominate candidates for each vacancy in their Group in writing to the Chief Executive Officer (and may change their nominations at any time during the election period). Any nominations received after the close of the election period are invalid and must not be counted.
- 31.6 Following the close of the election period, the Chief Executive Officer must calculate the results and publish them. The candidate(s) with the greatest number of nominations are deemed elected by the Group for the forthcoming term.
- 31.7 If there is an equal number of nominations for a vacancy, then all other unsuccessful candidates are eliminated and a ballot of the Group is held between the tied candidates. If a tie remains, this procedure must be repeated until one candidate receives a simple majority of the votes. However, if a tie still persists seven days before the start of the General Assembly, the President must break the tie in their sole discretion and appoint one of the tied candidates to fill the vacancy.
- 31.8 Each Group may remove one of their Group members of Council and replace them with a successor by submitting a notice in writing to that effect to the Chief Executive Officer. The removal and appointment of a successor only takes effect once the Chief Executive Officer receives notices from at least 75% of the Group. The Chief Executive Officer must notify such an action to all relevant Group members and to Council.

32. Council: Terms of Office

- 32.1 Group members of Council hold office for a term of approximately four years, which:
- (a) starts at the conclusion of the ordinary annual General Assembly at which the election of directors occurs; and,
 - (b) ends at the conclusion of the ordinary annual General Assembly held in the fourth year of their term.
- 32.2 Group members of Council must not:
- (a) hold office for more than three terms of office in total (consecutively or non-consecutively); and

- (b) appoint any person to be their alternate if that person has already acted as an alternate during three or more terms of offices for an appointing Council member (but no term of office is to be counted in which the alternate only acted as such in up to 25% of Council's meetings held during that term). For the avoidance of doubt, the provisions of this Article apply to terms of office served before and after the General Assembly in 2024.
- 32.3 The members of Council referred to in Articles 30.1(a) to 30.1(d) are *ex officio* members of Council.
- 32.4 The office of a member of Council is vacated in the event of:
- (a) resignation by notice in writing to the Chief Executive Officer;
 - (b) death of the member;
 - (c) if an *ex officio* member or director of World Sailing, they cease to hold the position that entitled them to membership of Council;
 - (d) the member fails to attend at least three meetings of Council (without leave from the President or Council or by the appointment of an alternate) and the Board resolves to remove the member for that reason;
 - (e) the member is removed from office by the Disciplinary Tribunal; or,
 - (f) in the case of a Group member of Council, they cease to comply with Article 31.2.
- 32.5 Vacancies arising on Council must be filled for the remainder of the unexpired term in the same manner as the original appointment was made. Any term of office served to fill a vacancy as part of an unexpired term for a former Council member does not count towards the limit on terms of office in Article 32.2

33. Council: Procedures

- 33.1 Council must hold an annual meeting in person around the occasion of the General Assembly (unless Council agrees there are exceptional circumstances to meet remotely). However, Council must not at its annual meeting make a recommendation to be considered at that General Assembly unless the matter appears in the formal notice of the meeting of the General Assembly.
- 33.2 Except for the annual meeting, Council must meet on a quarterly basis by electronic means (wholly or partly via conference call or other electronic means provided that persons participating in the meeting can hear and speak to each other simultaneously) unless the Board considers there is insufficient business to justify such a meeting and at least five members have not objected to the Board's decision.
- 33.3 The Chief Executive Officer must call the ordinary meetings of Council under the authority of the President and must also call an extraordinary meeting of Council whenever:
- (a) the Board resolves to do so for any reason; or
 - (b) required to do so by any five Council members who have given written notice of the item of business they wish to be considered.
- 33.4 Meetings of Council must be open to representatives of any Member, unless Council decides in open session that, for reasons of confidentiality, legal privilege,

commercial sensitivity or personal privacy, a specific part of the meeting is to be held in private.

- 33.5 The quorum for a meeting of the Council is 12 members.
- 33.6 The President is the chair of Council. If the President is unavailable or cannot act for any reason, Council must appoint a director to act as chair for that meeting. If there is no director available or willing to act, the members present may appoint one of their number to act as chair for that meeting.
- 33.7 Every member of Council is entitled to one vote unless disqualified from voting due to a conflict of interest as decided by the chair. In the event of a tie, the chair of the meeting has a second and casting vote.
- 33.8 Council governs its own procedure but in accordance with any rules of procedure made by the Board which are consistent with this Constitution.
- 33.9 Council may delegate by resolution any of its powers to any bodies or persons as may appear appropriate to it. Any delegation is subject to any conditions Council imposes and must be minuted. Council may vary or revoke the delegation at any time.
- 33.10 The agenda and minutes of the meetings of Council must be published within fourteen days of their approval on the World Sailing website unless Council decides that, for reasons of confidentiality, legal privilege, commercial sensitivity or personal privacy, a specific part of the agenda or minutes is to be redacted. The reason for any redaction must be stated.

PART VI - COMMITTEES, SUB-COMMITTEES, COMMISSIONS & WORKING GROUPS

34. The Role of Committees, Sub-committees and Commissions

- 34.1 The overall role of Committees, Sub-committees and Commissions is to:
 - (a) act as experts and develop ideas, consider Proposals, gather information, develop options and apply their expert knowledge and experience to Proposals and options;
 - (b) consult with Members and other stakeholders on appropriate Proposals and options;
 - (c) advise and make recommendations to their parent body;
 - (d) if expressly authorised to do so by the Constitution, Regulations or terms of reference, make decisions within any such authority; and
 - (e) assist with various tasks on behalf of the Federation if requested by the Board or Council (as appropriate).

35. Committees

- 35.1 The following Committees are established to report to Council:
 - (a) Equity, Diversity and Inclusion Committee, which considers the promotion and development of equity, diversity and inclusion within the sport of Sailing and World Sailing itself, promotes and monitors the implementation of clause 1.3(c)

of World Sailing's Constitution, and convenes the Equity, Diversity and Inclusion Forum under Article 40;

- (b) Equipment Committee, which considers equipment matters, equipment trials and evaluations, World Sailing Class Associations (but not international rating systems), and the Equipment Rules of Sailing;
- (c) Events Committee, which considers the Olympic Events, World Sailing events, qualification systems for those events, the World Sailing calendar of events, and ranking lists;
- (d) Growth of Sailing Committee, which considers:
 - (i) the growth and development of Sailing, the World Sailing development plan, and the promotion of emerging nations and new disciplines; and
 - (ii) in particular, reviewing all policy recommendations concerning the growth and development of Sailing from other Committees before their consideration by Council;
- (e) Match Racing Committee, which considers the promotion and co-ordination of match racing throughout the world, world championships in match racing, rankings, and match race organization;
- (f) Oceanic & Offshore Committee, which considers oceanic and offshore racing, international rating systems, the World Sailing Offshore Special Regulations, and the calendar of oceanic and offshore events;
- (g) Para Sailing Committee, which considers world championships in Para Sailing and other Para World Sailing events, classification, the development of equipment, aids and adaptations, and, when applicable, the events and equipment for the programme of the Paralympic Games;
- (h) Regional Games Committee, which considers the promotion of Sailing at regional games, the format and programmes of Sailing events at regional games, and developing and promoting the standards of organization at regional games;
- (i) Specialist Sailing Committee, which considers promoting co-operation and liaison between major events (including World Sailing Special Events), advising on the development of broadcast, sustainability and e-Sailing strategies, providing specialist input from pinnacle events to the development of World Sailing's Strategy, and advising on all non-Olympic pinnacle events owned or sanctioned by World Sailing;
- (j) Team Racing Committee, which considers the promotion and co-ordination of team racing throughout the world, world championships in team racing, rankings, and team race organization;
- (k) World Sailing Classes Committee, which considers developing and promoting World Sailing Class Associations, their growth and welfare, and matters concerning their governance and administration (excluding class rule matters); and
- (l) Youth Events Committee, which considers the promotion and co-ordination of youth racing throughout the world, the Youth Sailing World Championships and other major international youth fleet racing events.

35.2 The following Committees are established to report to the Board:

- (a) Athletes' Committee, which represents the views of Olympic and Para Sailing athletes to the Board;
- (b) Governance Committee, which considers the effectiveness of the governance and structures of the Federation, best practice in international sports governance, development of the Constitution and Regulations, and interpreting those documents under Article 62;
- (c) Race Officials Committee, which considers matters regarding race officials, their certification and education, the monitoring, investigation and sanctioning of their competence, and the development and implementation of race official policies; and
- (d) Racing Rules Committee, which develops, maintains, interprets and promotes the Racing Rules of Sailing, and considers all other matters related to the Racing Rules of Sailing.

36. Sub-committees

36.1 The following Sub-committees are established:

- (a) Equipment Rules Sub-committee, which reports to the Equipment Committee and which establishes and maintains the class rule approval process, reviews and interprets class rules referred to it, and formulates, revises and interprets the Equipment Rules of Sailing;
- (b) Olympic Classes Sub-committee, which reports to the World Sailing Classes Committee and represents the views of the Olympic Class Associations and debates and considers matters which specifically affect Olympic Class Associations;
- (c) International Judges Sub-committee, International Measurers Sub-committee, Race Management Sub-committee and International Umpires Sub-committee, each of which report to the Race Officials Committee and consider appointments, education and training, development of race official policies, grouping and matters affecting their respective race official disciplines; and
- (d) Special Regulations Sub-committee, which reports to the Oceanic & Offshore Committee and formulates, revises and interprets the World Sailing Offshore Special Regulations, and monitors safety and seaworthiness developments in offshore and oceanic racing.
- (e) Classifications Sub-committee, which reports to the Para Sailing Committee, and which is the main body which classifies Para Sailing athletes in accordance with World Sailing Para Classification Rules and the International Paralympic Committee (IPC) Classification Code.

37. Committees & Sub-committees: Composition & Terms of Office

37.1 Appointments to Committees and Sub-committees are made by Council on the recommendation of the Board under Article 50 (and subject to Article 51).

37.2 Following consultation with the Chair of a Committee or Sub-committee, Council may remove a member of a Committee or Sub-committee on the recommendation of the

Board for lack of active participation or for other good cause. Each Chair of a Committee or Sub-committee is required every two years to report to the Board on members' attendance and participation in the business of the Committee or Sub-committee.

- 37.3 The term of office of members of Committees and Sub-committees is four years from 1 February following the ordinary annual General Assembly where the election of directors occurs.
- 37.4 Members of a Committee or Sub-committee may serve for up to four consecutive terms of office on a particular Committee or Sub-committee and, for the avoidance of doubt, the provisions of this Article apply to terms of office served before and after the General Assembly in 2024. However,
- (a) Council may, on the recommendation of the Board, appoint a member for a fifth or additional term when the Board considers there are exceptional circumstances to do so; and
 - (b) the limit on the number of terms of office applies only to consecutive terms on a particular Committee or Sub-committee and appointment to a different body, or a break in terms of office, will reset the limit.
- 37.5 Subject to Article 51, a member of a Committee or Sub-committee cannot appoint an alternate.

38. Committees & Sub-committees: Terms of Reference & Procedures

- 38.1 The terms of reference of each Committee and Sub-committee must be prepared by them and then be approved by Council or the Board (as appropriate as the parent body). The terms of reference must be consistent with this Constitution but may expand on the details in Articles 35 and 36 above. Terms of reference must be reviewed at least every four years by the Committee with any amendments decided no later than 31 December in the year before nominations open for committee appointments. Terms of reference must be published on the World Sailing website.
- 38.2 Each Committee and Sub-committee is required to prepare an annual work plan, which is aligned to the World Sailing Strategy, approved by Council or the Board (as appropriate as the parent body). The work plan must be published with the Committee or Sub-committee's minutes once approved.
- 38.3 Except as permitted by:
- (a) terms of reference approved under Article 38.1;
 - (b) any express and minuted delegation of authority by Council, the Board, or any parent Committee (as appropriate); or
 - (c) the Constitution or Regulations,

Committees and Sub-committees are advisory to Council, the Board, or any parent Committee (as appropriate) and are not authorised to make any decisions or incur any liability on behalf of World Sailing.

- 38.4 The following Committees are authorised to make, amend, interpret, and revoke the following documents (including all ancillary documents):
- (a) The Equipment Rules Sub-committee for the Equipment Rules of Sailing;

(b) The Oceanic & Offshore Committee for the Offshore Special Regulations;
and

(c) The Racing Rules Committee for the Racing Rules of Sailing.

However, the Board has the power to reject any of their decisions at its next meeting and must provide reasons for such a decision.

38.5 Each Committee and Sub-committee must meet:

(a) at least once per year in person on such dates and locations as are approved by the Board; and

(b) must meet at other times electronically as necessary to consider its business.

Meetings are convened by the Chief Executive Officer on instruction from the Chair or from one-third of the members of the Committee or Sub-committee.

38.6 Committees and Sub-committees may meet around the date of the ordinary annual meeting of the General Assembly, but must not make a recommendation to be considered by another body meeting around the date of the same General Assembly (except in exceptional circumstances approved by the Board).

38.7 The quorum for meetings of a Committee or Sub-committee is one-third of the total number of members.

38.8 If the Chair of a Committee or Sub-committee is unavailable or cannot act for any reason, the Vice-Chair will act as chair. If the Vice-Chair is unavailable or cannot act as chair, the members of the Committee or Sub-committee may appoint one of their members to chair any meeting.

38.9 The meetings of Committees and Sub-committees must be open to any representative of a Member, unless the Committee or Sub-committee decides that, for reasons of legal privilege, confidentiality, commercial sensitivity or personal privacy, a part or all of a meeting is to be held in private.

38.10 The minutes of the meetings of Committees and Sub-committees must be published within fourteen days of their approval on the World Sailing website unless the Committee decides that, for reasons of confidentiality, legal privilege, commercial sensitivity or personal privacy, a specific part of the minutes is to be redacted. The reason for any redaction must be stated.

39. Commissions

39.1 Commissions are bodies which advise the Board on specialized areas of professional and technical expertise. Permanent Commissions are created and dissolved by the Board and must be set out in the Regulations, along with their terms of reference.

39.2 In addition to Article 39.1, the Board may appoint or dissolve other Commissions to undertake work or projects which the Board anticipates will last at least 18 months. If a Commission exists for longer than two years, the Board must add it as a permanent Commission in the Regulations.

39.3 The terms of reference of each Commission must be prepared by it and then be approved by the Board. The terms of reference must be consistent with this

Constitution. Terms of reference must be reviewed at least every four years by the Commission.

- 39.4 The chairs, vice-chairs and members of Commissions are appointed and removed by the Board. The quorum for meetings of a Commission is one-third of the total number of members.

40. Equity, Diversity and Inclusivity Forum

- 40.1 The Equity, Diversity and Inclusivity Forum ("the Forum") is established to:
- (a) promote diversity within the sport of Sailing and World Sailing and, in particular, discuss and promote non-discrimination within the sport of Sailing under clause 1.3(c) of the Constitution; and
 - (b) encourage and increase participation by women and underrepresented groups in all aspects of sailing and sailing administration.
- 40.2 The Forum must be convened annually under the supervision and leadership of the Equity, Diversity and Inclusivity Committee. It is chaired by the Chair of that Committee and any Delegates, members of Council, the Board, Committees, Sub-committees and Commissions may attend as a member. Only members of the Forum who attend may vote.

41. Working Groups

- 41.1 Committees, Sub-committees and the Forum may appoint Working Groups to consider particular subjects or tasks with the approval of the Board. A request to the Board for approval must include a recommendation of the membership of the Working Group (including its chair). There must be expressions of interest sought from Members for membership of Working Groups unless:
- (a) the work of the Working Group must be undertaken in fewer than 12 months; and
 - (b) there is insufficient time to seek expressions of interest.
- 41.2 Members of a Working Group must have skills, expertise and experience relevant to its purposes. Ordinarily, a Working Group will have between three to eight members.
- 41.3 The terms of reference and work plan of a Working Group must be approved by its appointing body and the Working Group must report on a regular basis. The appointing body must report to the Board on the work of its Working Groups and the Board may dissolve any Working Group if in its opinion it is appropriate to do so.
- 41.4 A Working Group must not be appointed for a term of longer than two years unless the Board decides that there is a good reason to extend its mandate due the nature and extent of the work of the Working Group.
- 41.5 The Chief Executive Officer must publish a list of all Working Groups and their members.

PART VII – PANELS & INDEPENDENT BODIES

42. Nominations Panel

42.1 The role of the Nominations Panel is to identify, assess and recommend candidates for appointment as:

- (a) the Independent chair of the Board's Audit Sub-committee;
- (b) the Independent Bodies (excluding the Nominations Panel itself); and
- (c) the Ombudsman.

42.2 The Nominations Panel is appointed by the Board and must consist of:

- (a) an Independent person who is a professional from the executive placement industry or a senior human resources practitioner, who is its *pro bono* chair;
- (b) four other Independent persons; and
- (c) three directors appointed by the Board (who are non-voting).

42.3 The term of office for each voting member of the Nominations Panel is four years. A Panel member is eligible for re-appointment for one additional term of office.

42.4 The Nominations Panel must conduct its work and make its recommendations in an objective and non-political manner. Its procedures must be fair, objective and transparent and recommendations may only be made using specified and published criteria. It must publicly advertise the positions to be filled and notify all Members.

42.5 If the Board or General Assembly (as appropriate) rejects a recommendation of the Nominations Panel, it is not entitled to substitute a different person for appointment and instead must return the matter to the Panel for a new recommendation.

43. Elections Panel

43.1 The role of the Elections Panel is to:

- (a) determine the eligibility of candidates for election and publish a list of eligible candidates;
- (b) issue rules governing the conduct of elections and the candidates;
- (c) refer alleged breaches of the Constitution, Regulations, or any rules governing the elections or the candidates to the Investigations Panel if the Elections Panel considers it appropriate to do so;
- (d) conduct the election during the General Assembly, and for that purpose the Chair of the Panel or one its members appointed by it, presides over that part of the meeting; and,
- (e) certify the results of the election.

43.2 The Elections Panel must consist of three Independent persons.

43.3 The Elections Panel is appointed by the General Assembly on the recommendation of the Nominations Panel in the year prior to the elections for directors and holds office for four years. A Panel member is eligible for re-appointment for one additional term of office.

43.4 The Elections Panel must act independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules

of procedure). The Elections Panel may request such support and advice from the World Sailing Executive Office as the Panel decides is appropriate.

- 43.5 Following each election, the Elections Panel must send a report of its work to the General Assembly.

44. Investigations Panel

- 44.1 The role of the Investigations Panel is to:

- (a) establish and operate an independent whistleblowing mechanism to allow complaints to be made directly to it;
- (b) receive complaints (including any whistleblowing reports) concerning breaches of the Constitution, Regulations, Code of Ethics or other applicable rules;
- (c) facilitate resolution of complaints by agreement (if appropriate);
- (d) refer any matter to the Ombudsman;
- (e) investigate whether or not a breach of the Constitution, Regulations, Code of Ethics or other applicable rules may have occurred, and if so, charge a person before the Disciplinary Tribunal; and,
- (f) exercise any other investigation functions conferred on it by the Regulations or the Code of Ethics.

- 44.2 The Investigations Panel is appointed by the General Assembly on the recommendation of the Nominations Panel and must consist of at least three persons with experience of the investigation and prosecution of disciplinary cases within sports organisations. At least one-third of the Panel, including the chair, must be legally qualified.

- 44.3 The Investigations Panel holds office for four years. A Panel member is eligible for re-appointment for one additional term of office.

- 44.4 The Board must allocate appropriate resources to the Investigations Panel to enable it to undertake its functions. The Panel must act independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure). The Panel may request such reasonable support and advice from the World Sailing Executive Office as the Panel decides is appropriate.

- 44.5 The Investigations Panel must report at regular intervals jointly to the Board and the Chair of the Disciplinary Tribunal on the progress of its work.

45. Disciplinary Tribunal

- 45.1 The role of the Disciplinary Tribunal is to hear and decide all alleged breaches of the Code of Ethics, the Racing Rules of Sailing (as provided for in the Racing Rules of Sailing or the Regulations) or any other applicable rules. It hears and decides any appeals against decisions of World Sailing and decisions of Members to the extent specified in the Regulations.

- 45.2 The Disciplinary Tribunal may impose any sanctions set out in the Code of Ethics, the Racing Rules of Sailing or any other applicable rules. These sanctions may include, if appropriate, the power to suspend or remove from office any:

- (a) director;

- (b) Delegate to the General Assembly;
 - (c) member of the Council, a Committee, Sub-committee, Commission or Working Groups;
 - (d) member of the Nominations Panel;
 - (e) member of an Independent Body (other than the Disciplinary Tribunal itself);
 - (f) any World Sailing Race Official;
 - (g) any person elected, appointed or requested to act on behalf of the Federation in any capacity; and,
 - (h) any other person bound by the Code of Ethics, the Racing Rules of Sailing (if relevant) and any other applicable rules.
- 45.3 The Disciplinary Tribunal is appointed by the General Assembly on the recommendation of the Nominations Panel and must consist of at least seven Independent members who:
- (a) must be legally qualified (and of an appropriate senior level) or be persons with relevant expertise and experience in legal, sporting or ethical disputes; and,
 - (b) must, taken together, come from different parts of the world and be of both genders.
- 45.4 The General Assembly may remove a member from the Disciplinary Tribunal if in its opinion there is good reason to do so.
- 45.5 The Disciplinary Tribunal must operate independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure).
- 45.6 The rules of procedure of the Disciplinary Tribunal must be approved by the Board acting on the recommendation of the Governance Committee.
- 45.7 The Chair of the Disciplinary Tribunal must appoint a panel of either one or three members to hear a case and a panel may exercise all the powers of the Tribunal.
- 45.8 The Board must:
- (a) allocate reasonable resources to the Investigations Panel and the Disciplinary Tribunal to enable them to undertake their functions; and,
 - (b) appoint and fund an external secretariat to the Disciplinary Tribunal (with the agreement of the Chair of the Tribunal).
- 45.9 The Disciplinary Tribunal must report annually to the General Assembly.
- 45.10 No appeal from a decision of World Sailing, including the Disciplinary Tribunal, lies to the Court of Arbitration for Sport except:
- (a) in accordance with this Articles 45.11 and 45.12;
 - (b) under Rule 61(2) of the Olympic Charter for disputes arising on the occasion of, or in connection with, the Olympic Games; or
 - (c) under any relevant provision of the Handbook of the International Paralympic Committee.

- 45.11 There is a right of appeal from a decision of the Disciplinary Tribunal which directly concerns the eligibility of a person to participate in a major international event (as listed in the Regulations) by way of arbitration before the Court of Arbitration for Sport in Lausanne, Switzerland. An appeal may be brought:
- (a) by World Sailing; or,
 - (b) by the participant.
- 45.12 The time limit for lodging an appeal is 14 calendar days from receipt of the written decision of the Disciplinary Tribunal appealed against. The arbitration is to be conducted in accordance with the Code of Sport-Related Arbitration. The Court of Arbitration for Sport panel is to consist of one arbitrator and the language of the arbitration must be English.
- 45.13 In all cases where there is not a right of appeal under Article 45.11, there is a right of appeal from a decision of the Disciplinary Tribunal to an appeal panel of the Tribunal. The time limit for lodging an appeal is 14 calendar days from receipt of the written decision of the Disciplinary Tribunal appealed against. The Chair of the Tribunal must appoint three members of the Tribunal who did not participate in the first hearing to act as the appeal panel. The appeal will be conducted on a review basis and the Tribunal's first decision can only be changed or reversed if the appeal panel finds there has been a material error of law.

46. Ombudsman

- 46.1 The role of the Ombudsman is to investigate and mediate complaints and disputes received by World Sailing which are not under active consideration by another Independent Body. The Ombudsman must liaise with other Independent Bodies concerning the status of any complaints or disputes which may be under consideration.
- 46.2 Another Independent Body may refer a matter to the Ombudsman if both it and the Ombudsman agree it is more appropriate for the Ombudsman to consider the matter. A referral under this Article shall suspend any deadlines imposed on the other Independent Body until the Ombudsman makes their final report.
- 46.3 The Ombudsman must seek to provide assurance to Members and the sailing community at large by investigating complaints and concerns in an independent and non-adversarial manner.
- 46.4 In particular, the Ombudsman may:
- (a) report any matter to another Independent Body or to the Board, a Committee, Sub-committee or Commission (if the Ombudsman considers they are a more appropriate body to handle the matter);
 - (b) review and comment on the processes and procedures followed by any part of World Sailing in reaching a decision (but may not change the decision);
 - (c) facilitate resolution of complaints by agreement (if appropriate); or
 - (d) exercise any other functions conferred on the Ombudsman by the Regulations.
- 46.5 The Ombudsman must follow a fair and independent process but shall allow all affected parties the right to make representations to them. Following an investigation, the Ombudsman may publish any report of their findings (which may include the

names of any parties), with any redactions they consider appropriate and bring it to the attention of any relevant body within World Sailing.

- 46.6 The Ombudsman is appointed by the General Assembly on the recommendation of the Nominations Panel and must be an Independent person with experience in the administration and governance of international sports federations.
- 46.7 The Ombudsman holds office for four years and is eligible for re-appointment for one additional term of office.
- 46.8 The Board must allocate appropriate resources to the Ombudsman to enable them to undertake their functions. The Ombudsman must act independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure). The Ombudsman may request such support and advice from the World Sailing Executive Office as the Ombudsman decides is appropriate.
- 46.9 The Ombudsman must report at regular intervals jointly to the Board and the General Assembly on the progress of their work.

PART VIII – ELECTIONS AND APPOINTMENTS

47. Elections: General

- 47.1 Elections for the President and the Vice Presidents must be undertaken by secret ballot in accordance with this Constitution and under the authority of the Elections Panel.
- 47.2 Only Member National Authorities may nominate candidates to be elected as President or as a Vice President. Nominations must be received by the Chief Executive Officer not less than twelve weeks before the date of the election.
- 47.3 To be eligible, a candidate must:
 - (a) be nominated by at least one Member National Authority (which has not already nominated another candidate for that position);
 - (b) be a member of at least one Member National Authority which has nominated them (or if the Member National Authority has no personal members, a member of an organisation affiliated to the Member National Authority);
 - (c) be eligible to hold office as a director under the Constitution; and,
 - (d) submit their candidacy, including all documents required by the Elections Panel, before the deadline for nominations.
- 47.4 The administrative procedure for nominating candidates is decided by the Elections Panel. The decision of the Elections Panel on whether candidates meet any eligibility requirements set out in the Constitution or Regulations is final.
- 47.5 The Elections Panel may require candidates for election to provide information for publication about their candidacy in such form as the Panel may decide. Failure to provide such information does not disqualify a candidate from election, but the Panel may publish a notice that the candidate has not complied with these requirements in such terms as it thinks fit.

- 47.6 Delegates to the General Assembly are to be provided with ballot papers listing, alphabetically by family name, the names of all eligible candidates.

48. Election of the President

- 48.1 In an election for the President, a candidate must be elected by more than 50% of the votes cast and, if there are more than two candidates or a tie vote between two candidates, successive votes may be necessary.
- 48.2 A first vote must be taken. The votes are then counted and any candidate with more than 50% of the votes is declared elected.
- 48.3 If no candidate receives more than 50% of the votes, then a run-off vote must be held between the top two candidates. In the event there is a tie to determine the top two candidates, a run-off vote must be held first.
- 48.4 In a run-off vote, a candidate receiving more than 50% of the votes is declared the winner. If no candidate receives more than 50% of the vote, subsequent run-off votes must be held which eliminate the person with the least number of votes until a candidate receiving more than 50% of the vote wins.
- 48.5 Delegates must vote for one candidate only in each round of voting for the President and a ballot marked for more than one candidate is an invalid ballot.

49. Election of Vice Presidents

- 49.1 In an election for the Vice Presidents, Delegates must vote in one ballot for their preferred candidates and their votes cast on their ballot must equal the number of vacancies (e.g. if there are seven vacancies, each ballot paper must have seven votes on it). To be valid, a completed ballot paper must have the required number of votes on it and must contain a correct combination of votes for each gender in order to comply with Article 23.3.
- 49.2 Candidates must be ranked in order of the most votes received. The highest polling candidate(s) on the ranking list for each gender as required by Article 23.3 are declared elected. Candidates are elected in the order in which they appear in the ranking list.
- 49.3 Prior to the ballot, any candidate who is a national of the same country as the President shall be withdrawn from the ballot. Thereafter, once a candidate is elected, any other candidates who are a national of the same country as the newly elected candidate are withdrawn from the ballot. If two or more candidates from the same country have the same number of votes, a run-off ballot must be held between them before the remainder of the positions are filled.
- 49.4 If there is a tie that needs to be broken, a separate run-off ballot must be held between the tied candidates to break it. When a tie involves more than two candidates, and a run-off ballot only partially breaks that tie, another run-off ballot must be held between those who are still tied.
- 49.5 If candidates remain tied after a run-off ballot, a toss of a coin (or other game of chance as decided by the Elections Panel) is to be used to break the tie. The member of the Elections Panel presiding over the election administers the tie-break.

50. Appointments to Committees and Sub-committees

- 50.1 Except as otherwise provided in the Constitution, the chairs, vice-chairs, and members of Committees and Sub-committees must be appointed by Council on the recommendation of the Board in accordance with this Article 50.
- 50.2 Prior to the General Assembly following which vacancies will arise:
- (a) the Board must decide the criteria relevant to the skills, expertise and experience required for the subject matter of each Committee or Sub-committee which will be used for making appointments; and then
 - (b) the positions for the members of Committees and Sub-committees must be publicly advertised and published to all Member National Authorities and World Sailing Class Associations at least four weeks before the deadline for nominations.
- 50.3 Nominations must be made on the official form provided by the Chief Executive Officer and as follows:
- (a) any Member National Authority may nominate persons to any Committee or Sub-committee;
 - (b) any World Sailing Class Association may, with the written consent of a person's Member National Authority, nominate such persons to the:
 - (i) Equipment Committee;
 - (ii) Equipment Rules Sub-committee;
 - (iii) Growth of Sailing Committee;
 - (iv) International Measurers Sub-committee;
 - (v) Oceanic & Offshore Committee;
 - (vi) Para Sailing Committee;
 - (vii) Regional Games Committee; and
 - (viii) Youth Events Committee;
 - (c) the World Sailing Classes Committee and any Commission may, with the written consent of a person's Member National Authority, nominate such persons to any Committee or Sub-committee (provided that the nomination is agreed at a properly held meeting of the Committee or Commission); (d) for nominations to the Specialist Sailing Committee:
 - (i) any body which is specified in the Regulations for this purpose may, with the written consent of a person's Member National Authority, nominate such persons for the Committee; and
 - (ii) any body which has been granted World Sailing Special Event status may nominate a person for the Committee without the consent of that person's Member National Authority;
 - (e) where the written consent of a Member National Authority is required under this Article and such consent, in the opinion of the Board, has been unreasonably withheld or delayed, the nomination is still to be regarded as valid; and

- (f) in addition to the above, for nominations to the Equity, Diversity & Inclusion Committee:
 - (i) individuals may nominate themselves directly to World Sailing without the consent of their Member National Authority; and
 - (ii) World Sailing Class Associations may nominate such persons without the consent of the person's Member National Authority.
- 50.4 Nominations must include a declaration from the candidate and the body making the nomination that either:
 - (a) the nominating body will fund the costs of attendance at all meetings; or
 - (b) the candidate has agreed to some other arrangement with the nominating body to fund the costs.
- 50.5 Nominations must be received no later than 1 August before the General Assembly after which vacancies arise. However, if the Board considers there are insufficient nominations to allow it to comply with Articles 50.8(f) or 50.8(g), then it may reopen the nomination period for such time as it considers appropriate.
- 50.6 The Board must consider all valid nominations received and must publish the list of valid nominations received no later than 21 days after the close of nominations.
- 50.7 From the nominations received, the Board must recommend to Council the chairs, vice-chairs and other members of the Committees and Sub-committees for appointment. Council must vote on the Board's recommendation by electronic vote and may reject individual names proposed. However, Council cannot substitute an alternative name.
- 50.8 In making its recommendations, the Board must ensure that:
 - (a) each Committee has a maximum of 15 members (not including any appointments under Article 51);
 - (b) each Sub-committee has a maximum of 10 members (not including any appointments under Article 51);
 - (c) all members have relevant skills, expertise and experience for the subject matter of the Committee or Sub-committee;
 - (d) there is at least one member from each Region appointed (provided that the nominations received allow for this);
 - (e) there is no more than one member from the same country (except in exceptional circumstances where the Board may recommend two members from the same country);
 - (f) at least 30% of the chairs and vice-chairs, taken together, are from each gender (but the Board must use its best endeavours to ensure 50% are from each gender);
 - (g) at least 30% of the Committee and Sub-committee members, taken together, are from each gender (but the Board must use its best endeavours to ensure 50% are from each gender);
 - (h) taken together, the members appointed have appropriate class expertise and experience, if relevant; and,

- (i) members appointed have such other perspectives, which are relevant to the body such as recently active elite sailors, different age groups, and other relevant attributes.

50.9 The appointment process should be completed within three months of the General Assembly. In the event of a vacancy arising mid-term, the Board must use a similar process to recommend a replacement member to Council and may invite new nominations for the position.

51. Special Appointments

51.1 The provisions of this Article take precedence over any conflicting provision.

51.2 Athletes' Committee:

- (a) The Athletes' Committee, including its Chair and Vice-Chair, are appointed in accordance with the Regulations.
- (b) The Athletes' Committee may appoint, from its own members, a member to each Committee or Sub-committee and may change that member from time to time. However, if the appointed member is the Chair of the Athletes' Committee, then he or she does not have a vote on the Committee or Sub-committee they have been appointed under this Article to.

51.3 Equipment Committee:

- (a) The Chairs of the Equipment Rules Sub-committee and Special Regulations Sub-committee are members of the Equipment Committee *ex officio*.
- (b) The Chairs of each of the Oceanic & Offshore Committee, the Para Sailing Committee, the Racing Rules Committee, and the World Sailing Classes Committee may, after consulting with their Committee, appoint one of their Committee's members to be a member of the Equipment Committee and may change that member from time to time.

51.4 Equipment Rules Sub-committee:

- (a) The Chairs of each of the International Measurers Sub-committee, Para Sailing Committee, Racing Rules Committee, Special Regulations Sub-committee and the World Sailing Classes Committee may, after consulting with their Committee, appoint one of their Committee's members to be a member of the Equipment Rules Sub-committee and may change that member from time to time;

51.5 Equity, Diversity and Inclusivity Committee

- (a) No more than three persons nominated under Article 50.3(f) may be appointed to the Committee.

51.6 Events Committee:

- (a) The Olympic Classes Sub-committee may appoint one of its members to be a member of the Events Committee and may change that member from time to time.
- (b) The Chair of the Para Sailing Committee may, after consulting with their Committee, appoint a member of their Committee to be a member of the Events

Committee and may change that member from time to time

51.7 Growth of Sailing Committee:

- (a) Each Continental Association and Recognised Organisation in good standing may appoint a member of the Growth of Sailing Committee and may change that member from time to time.
- (b) The Chair of the Para Sailing Committee may, after consulting with their Committee, appoint a member of their Committee to be a member of the Growth of Sailing Committee and may change that member from time to time.
- (c) The Chair of the Oceanic and Offshore Committee may, after consulting with their Committee, appoint a member of their committee to be a member of the Growth of Sailing Committee and may change that member from time to time.

51.8 International Measurers Sub-committee:

- (a) The Chair of the Equipment Rules Sub-committees may, after consulting with their Sub-committee, appoint a member of their Sub-committee to be a non-voting member of the International Measurers Sub-committee and may change that member from time to time.

51.9 Oceanic & Offshore Committee:

- (a) The Chairs of the International Regulations Commission, Sailor Categorization Commission and Special Regulations Sub-committee are members of the Oceanic & Offshore Committee *ex officio*.

51.10 Olympic Classes Sub-committee:

- (a) The Sub-committee consists of:
 - (i) one member appointed for each Olympic event confirmed as being in the next or subsequent Olympic Sailing Competitions;
 - (ii) where the equipment selected for the event has a World Sailing Class Association, it shall appoint the member representing the event from time to time;
 - (iii) where the equipment selected for the event does not have a World Sailing Class Association, the Board shall appoint a member representing the event from time to time; and
 - (iv) no one person may be appointed on behalf of more than one Olympic event at a time.
- (b) The Chair and Vice-Chair of the Sub-committee are elected every four years by and from the members of the Sub-committee and must be a member of the Sub-committee. The election is to be held at the meeting of the Sub-committee held immediately prior to the General Assembly after which committee vacancies arise. The Chief Executive Officer must conduct the election.

51.11 Race Officials Committee:

- (a) The Chairs of the Sub-committees of the Race Officials Committee are members of the Race Officials Committee *ex officio*.

- (b) The Chairs of the Equipment and Racing Rules Committees may, after consulting with their Committee, each appoint a member of their Committees to be a non-voting member of the Race Officials Committee and may change that member from time to time.
- (c) The Chair of the Classification Sub-committee is a member of the Race Officials Committee *ex officio*.

51.12 Racing Rules Committee:

- (a) The Chair of the Race Officials Committee may, after consulting with their Committee, appoint a member of that Committee to be a non-voting member of the Racing Rules Committee and may change that member from time to time.
- (b) The Chair of the Oceanic and Offshore Committee may, after consulting with their Committee, each appoint a member of that Committee to be a non-voting member of the Racing Rules Committee and may change that member from time to time.

51.13 Special Regulations Sub-committee

- (a) The Offshore Racing Congress may appoint a member of the Special Regulations Sub-committee and may change that member from time to time.

51.14 Specialist Sailing Committee:

- (a) The Chair of the Para Sailing Committee may, after consulting with their Committee, appoint a member of their Committee to be a member of the Specialist Sailing Committee and may change that member from time to time

51.15 World Sailing Classes Committee:

- (a) The Committee consists of a Chair, Vice-Chair, and one member appointed from time to time by each World Sailing Class Association in good standing.
- (b) The Chair and Vice-Chair of the Committee are elected every four years by and from the members of the Committee. The election is to be held at the meeting of the Committee held immediately prior to the General Assembly after which committee vacancies arise. The Chief Executive Officer must conduct the election.

51.16 Regional Games Committee:

- (a) The Chair of the Para Sailing Committee may, after consulting with their Committee, appoint a member of their Committee, to be a member of the Regional Games Committee and may change that member from time to time.

52. Protective Suspensions

- 52.1 In order to preserve sporting integrity and ensure the safety of the Federation, its Members and stakeholders, and the sport of Sailing, a member of Council, a director, or a member of a Committee, Sub-committee, Commission, Independent Body or Working Group may be suspended from office if the following three conditions are met:

- (a) They are a member of a Member, or a national of a country or territory represented by a Member.
 - (b) That country or territory has acted contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of Sailing in general.
 - (c) It is no longer appropriate for that person to continue in their office because the actions of the country or territory are so objectionable that only the suspension of the person is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its Members and stakeholders, or the sport of sailing, that may be caused by the person continuing to hold office.
- 52.2 The decision to suspend a person under Article 52 must be made on the recommendation of the Board:
- (a) for a director, member of Council or member of an Independent Body, by the General Assembly; or
 - (b) for any other person, by Council.
- 52.3 The Board must review any suspension every three months. If the Board considers that there has been a material change in circumstances, the Board shall promptly notify the affected person and request the General Assembly or Council (as appropriate) to reconsider the suspension.
- 52.4 The Federation must promptly notify any affected person of all decisions made under this Article 52 and publish all decisions on the Federation's website.
- 52.5 A person suspended under this Article 52 has no rights or privileges in respect of the position they hold and they cannot participate in any proceedings of bodies of which they are a member. 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 (as the case may be).
- 52.6 A person suspended under this Article 52 may appeal to the Disciplinary Tribunal against a decision to suspend them (or a decision to maintain their suspension).

PART IX – FINANCIAL & ADMINISTRATION

53. Transparency

- 53.1 Subject to requirements of confidentiality or the law, World Sailing must publish on its website:
- (a) the World Sailing Strategy;
 - (b) an organisational chart showing the governance structure of World Sailing;
 - (c) an organisational chart showing the staff structure of World Sailing including profiles of the Chief Executive Officer and the senior management team;
 - (d) profiles of all members of the Board and Council, and the names of all members of Board Sub-committees, Council, Committees, Sub-committees, Commissions, Working Groups, Nominations Panel and Independent Bodies;

- (e) a calendar for each year of the scheduled meetings of the General Assembly, Board, Council, Board Sub-committees, Committees, Sub-committees and Commissions;
- (f) the Constitution, Regulations, Register of Policies, and all codes applicable to Members (including an archive of amendments over the past 10 years);
- (g) the annual report referred to in Article 17.1(h) (including an archive of previous annual reports for the previous five years);
- (h) the annual audited financial accounts referred to in Article 17.1(i) (including an archive of annual accounts for the previous five years), which must disclose: (i) the details of any benefits paid or given to the President and directors; and, (ii) the remuneration policy for the Chief Executive Officer and senior management team;
- (i) the minutes of all General Assemblies (including archive of the same for past meetings in the previous five years); and
- (j) minutes of all meetings of the Board, Council, Committees and Sub-committees (including an archive of the same for past meetings in the previous five years).

54. Distribution

- 54.1 Subject to this Article 54, the income and property of the Federation must be applied solely towards its Objects and no part of it may be paid or transferred by way of dividend, bonus or any other form of profit to the Members.
- 54.2 The Federation may make payment in good faith to any Member, the Chief Executive Officer or any Employee of the Federation of:
- (a) reasonable and proper remuneration in return for services actually given to the Federation;
 - (b) reasonable and proper grants to Members for development or projects to grow and develop the sport of Sailing;
 - (c) payment of interest at a normal rate on money lent; or (d) reasonable and proper rent for premises.
- 54.3 A director must not:
- (a) be appointed to any salaried office or any office paid by fees by the Federation; nor,
 - (b) receive any remuneration or benefit in money or money's worth from the Federation, except for the repayment of reasonable expenses, interest at a normal rate for money lent, reasonable and proper rent for premises, or fees paid for acting as a race official.
- 54.4 For the purposes of Article 54, any payment to a company is to be disregarded if the person affected only holds no more than one-hundredth part of the capital of the company.

55. Accounts and Company Records

- 55.1 The Board must cause proper company records (including accounting records) to be kept and be open to inspection by the directors and the Member National Authorities in accordance with Chapter 2 of Part V of the Act.
- 55.2 The accounts of the Federation must be audited by external auditors appointed by the General Assembly annually in accordance with the law of the Isle of Man.
- 55.3 The external auditors have the right to attend and speak on any matter concerning the external audit at any General Assembly and at the Audit Board Sub-committee.
- 55.4 The Board must publish and lay before each ordinary annual meeting of the General Assembly the annual audited financial statements of the Federation (and its subsidiary companies and entities) for the previous financial year once approved by the Board.

56. The Seal

- 56.1 The Federation may have a common seal (in such form as the Board may approve from time to time) which may only be affixed to any document under the authority of the Board and in the presence of such persons as it decides.

57. Indemnity

- 57.1 The Federation must indemnify all directors and any officers of the Federation in accordance with section 112 of the Act.
- 57.2 The Board may purchase and maintain indemnity insurance in accordance with section 113 of the Act.

58. Notices

- 58.1 Any notice to be given under the Constitution or Regulations to the Federation must be made in writing, in English, by electronic mail to "office@sailing.org" or such other email address as the Chief Executive Officer may publish on the Federation website from time to time. However, this rule does not apply to the service of any process or other documents in any external litigation or arbitration or other external dispute resolution proceedings of any kind.
- 58.2 A notice may be served by or on behalf of the Federation on any:
 - (a) Member;
 - (b) director;
 - (c) Delegate to the General Assembly;
 - (d) member of Council, a Board Sub-committee, a Committee, a Sub-committee, a Commission or a Working Group;
 - (e) member of an Independent Body;
 - (f) any World Sailing Race Official;
 - (g) any person elected, appointed or requested to act on behalf of the Federation in any capacity; and,

- (h) any other person bound by the Constitution and Regulations of World Sailing, and will be deemed to have been sufficiently given if it is made in writing and delivered by one of the following means:
 - (i) by post to the last known address of the recipient;
 - (j) by personal delivery, including by courier, to the published physical address of the recipient
 - (k) by electronic mail, to a published email address of the recipient or any email address held by the Federation which has been supplied by the recipient to the Federation; or
 - (l) by facsimile, to the published facsimile number of the recipient.

- 58.3 Notices served personally, by fax, or by email are deemed to be delivered immediately unless the sender receives by return notice of an unsuccessful delivery. Notices sent by post are deemed delivered on the fifth day following the day it was placed in the post.
- 58.4 Any deadline or time limit that is stated to run from notification shall be deemed to start running on the day after that on which the notification is delivered. Any deadline or time limit that is stated to run from the happening of another event or the doing of an act or thing shall be deemed to start running on the day after the happening of the event or the doing of the act or thing.
- 58.5 Official or public holidays, and non-working days, are included in the calculation of deadlines and time limits.
- 58.6 A deadline or time limit will be deemed to have been complied with if the notification is delivered or other act or thing is done before midnight Coordinated Universal Time (UTC) on the day on which the deadline or time limit expires (midnight falling at the start of the day).

59. Winding Up

- 59.1 If upon the winding up of the Federation there remains, after the satisfaction of all debts and liabilities, any property then it:
- (a) must not be transferred or distributed among the Member National Authorities;
 - (b) must be transferred by way of gift to some other institution(s) which, in the opinion of the General Assembly authorising the winding up:
 - (i) have objectives similar to those of the Federation;
 - (ii) prohibit the distribution of their income and property amongst their members to an extent at least as great as those restrictions contained in this Constitution; or,
 - (iii) if Article 59.1(b)(ii) cannot be given effect in the opinion of the Board, to any institution which would be regarded as charitable under the laws of the Isle of Man.

PART X – DEFINITIONS AND INTERPRETATION

60. Governing Law

- 60.1 The governing law of this Constitution is the law of the Isle of Man and is subject to the exclusive jurisdiction of the courts of the Isle of Man.
- 60.2 The governing law of the Regulations and all other regulations, rules, policies or decisions of the Federation, any disputes relating to the validity or construction of them, and any disputes relating to the application or exercise of the powers under such provisions is the law of England and is subject to the exclusive jurisdiction of the courts of England (excluding English choice of law principles).

61. Exhaustion of Remedies

- 61.1 The following must not resort to any court or tribunal until the exhaustion of all internal remedies within the Federation:
- (a) the Members (including their Delegates and representatives);
 - (b) the directors;
 - (c) members of the Council, Committees, Sub-committees, Commissions and Working Groups
 - (d) World Sailing Race Officials; and
 - (e) any other person or body bound by the Constitution and Regulations.

62. Voting & Interpretation

- 62.1 Unless stated otherwise in this Constitution, the following provisions apply to all decisions made by bodies within the Federation (including written and electronic decisions made between meetings):
- (a) Only votes cast by those present in person and entitled to vote are counted (unless remote attendance has been permitted).
 - (b) In calculating the required majority, the following are disregarded:
 - (i) any abstentions;
 - (ii) any person present and entitled to vote but does not do so; and,
 - (iii) any vote cast by someone who has been determined, no later than the time of the vote, to have a conflict of interest under the relevant provisions.
 - (c) Decisions are made on a simple majority of the votes cast, unless specified otherwise in this Constitution.
 - (d) Unless a secret ballot is being used, voting is by show of hands or by such other means (including electronic) that are approved by the chair; (e) Secret ballots must only be held when:
 - (i) required by the Constitution or Regulations; or,
 - (ii) the meeting itself decides, by open vote, to hold a secret ballot.
 - (f) Secret ballots must take place during the meeting and are to be administered by the Chief Executive Officer. Except with the consent of the meeting, the result must be announced before the meeting is closed.

- (g) Except at a General Assembly, the chair of a meeting is entitled to a deliberative vote.
- (h) At all meetings (including a General Assembly), in the event of a tie the chair of a meeting has a casting vote (except at the election of directors) in addition to any deliberative vote (if he or she is entitled to one).
- (i) Outside of a meeting, a decision may be made in writing (which includes by electronic means) if:
 - (i) it has been sent to all Delegates or members who are entitled to receive notice of a meeting of the relevant body; and,
 - (ii) the required majority of them have signified their agreement to it within the time period determined by the relevant chair (which must not be less than 21 days in the case of the General Assembly, or five days for any other body).
- (j) Written decisions are valid and effective as if they had been passed at a duly convened and held meeting of the relevant body.

62.2 Any question or dispute from:

- (a) a Member;
- (b) Council;
- (c) a Committee, Sub-committee or Commission; or,
- (d) Independent Body, concerning the interpretation of the Constitution or the Regulations must be referred to the Board in the first instance for its opinion.

62.3 In the event the Board's opinion does not resolve the matter within a reasonable time, the question must be referred to the Governance Committee. The Committee must permit any parties who have a direct interest in the dispute to make representations to it and must then issue a ruling on the proper interpretation. The decision of the Committee is final within the Federation.

62.4 In cases of urgency, the Governance Committee may:

- (a) give an interim interpretation; and,
- (b) designate one or more of its members to give such interim interpretations.

62.5 The interpretation procedure in this Article 62 does not apply to the Disciplinary Tribunal when deciding a case before it. The Tribunal must itself resolve any question of interpretation, which is then binding only in the case before it. The Tribunal may have regard to any previous interpretations issued.

62.6 The existing members and honorary officers of the Federation as of the Effective Date are assigned automatically to the categories below:

Existing Category (under previous Constitution)	New Category
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Full Members (MNAs)	Member National Authorities (Article 4)
Associate Members	Associate Members (Article 5)
Affiliate Members – Continental	Continental Associations (Article 6)
Affiliate Members – All Others	Recognised Organisations (Article 8)
International Class Associations and Rating Systems	World Sailing Class Associations (Article 7)
Honorary Members or Honorary Officers	Honorary Members (Article 9.1) or an Honorary Officer (Article 9.2)

63. Definitions

63.1 In this Constitution, the following words and phrases have the following meanings:

“**the Act**” means the Isle of Man Companies Act 2006. “**Board**”

means the board of directors of World Sailing.

“**Board Sub-committee**” means a sub-committee of the Board appointed under Article 25.

“**Chief Executive Officer**” includes any person authorised by the Board under Article 28.5 and any person acting under the delegated authority of the Chief Executive Officer.

“**Committee**” means a committee appointed under Article 35.

“**Continent**” means the following continents recognised within World Sailing:

Africa;

Asia;

Oceania;

Europe;

North America (including Grenada, Bermuda and the Islands of the Caribbean, but excluding Central America); and,

Central and South America (including Mexico), as they are defined by the National Geographic Society in its Atlas of the World.

“**Council**” means the Council established under Article 30.

“**Code of Ethics**” means the World Sailing Code of Ethics made by the Board under the Regulations to govern the conduct of Members, directors, members of the

Council, Committees, Sub-committees, Board Sub-committees, Commissions, Working Groups, Independent Bodies, World Sailing Race Officials, any participants in World Sailing events and any other persons specified in the Code of Ethics itself.

“Constitution” means these Memorandum of Association and Articles of Association.

“Delegate” means an original or alternate delegate of a Member National Authority to the General Assembly appointed under Article 18.

“director” means a director of the company as defined by Article 23.1.

“Employee” means a person (i) engaged under a contract of service with a Member or (ii) who is seconded under a contract of service to work for a Member or (iii) engaged under a contract for services on an equivalent full-time basis to work for a Member.

“Federation” means the company.

“Financial Plan” means the Board’s financial plan over a quadrennium to promote the World Sailing Strategy.

“General Assembly” means a general meeting of the Federation.

“Independent” means:

- (a) has not held any position (other than an Independent position) within the Federation or any Member within the three years prior to first appointment;
- (b) does not have any close connection or relationship with a director or Employee of the Federation; and,
- (c) from the perspective of an objective outsider, would be viewed as independent.

“Independent Bodies” means the Disciplinary Tribunal, Elections Panel, Investigations Panel, and the Ombudsman.

“Member” means any member of the Federation as defined by Article 3.1 and Membership is to be construed accordingly.

“notice” means notice given under the provisions of Article 58.

“Objects” means the objects of the Federation under clause 1.3 of the Memorandum of Association.

“Olympic Charter” means the governing charter from time to time of the International Olympic Committee (including the by-laws and other ancillary documents binding on the Federation as a member of the Olympic Movement).

“Ordinarily Resident” means a person who is a national of the country concerned or who has had their primary residence in that country for at least three consecutive years. A person who:

- (a) has nationality of more than one country; and/or,
- (b) has nationality of one country and a primary residence in a different country, must choose their country and notify this at the time of nomination or application for the relevant position.

“Previous Constitution” means the Constitution and Regulations that applied immediately prior to the Effective Date (as defined in Appendix A).

“Proposal” means proposal made in accordance with this Constitution or the Regulations, which may include, but is not limited to, amendments to the Regulations or the Constitution.

“Racing Rules of Sailing” mean the Racing Rules of Sailing made under the Regulations.

“Region” means a Continent.

“Regulations” means the by-laws and regulations of the Federation made by the Board under Article 22.3(h) or the General Assembly under Article 17.1(o), which are binding on the Members and the Federation.

“Sailing” means the sport of sailing in all its forms.

“Sub-committee” means a sub-committee appointed under Article 36.

“Working Group” means a working group appointed under Article 41.

“World Sailing Strategy” means any strategy approved under Article 17.1(a) which is currently in force.

63.2 In this Constitution:

- (a) the model articles made under the Act are expressly excluded from applying to the Federation;
- (b) the singular includes the plural and vice-versa;
- (c) any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- (d) a reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;
- (e) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person; and,
- (f) headings and the contents page are for reference only and are to be ignored in construing this Constitution.

64. Transitional Provisions

64.1 Notwithstanding any Article to the contrary, the provisions of Appendix A apply until the dates set out in the Appendix.

64.2 In the event of a conflict, the provisions of Appendix A take precedence.

SCHEDULE 1

COUNCIL GROUPS (Article 31)

Group		Nominating Authorities (World Sailing Member National Authorities)	Numbers to be appointed to Council
A	Ireland United Kingdom	Irish Sailing Association Royal Yachting Association	2
B	Central Europe	Austrian Sailing Federation Croatian Sailing Federation Czech Sailing Association Deutscher Segler-Verband Hungarian Yachting Association Sailing Association of the Principality of Liechtenstein Slovak Sailing Union Slovenian Sailing Federation Swiss Sailing	2
C	East Europe	Belarus Sailing Union Bulgarian Sailing Federation Kosovo Sailing Federation Macedonian Sailing Association of the Former Yugoslav Republic of Macedonia Moldovian Yachting Federation Montenegro Sailing Federation Polski Związek Żeglarski Romanian Sailing Federation Serbian Sailing Federation Sailing Federation of Ukraine	2
D	South Europe	Cyprus Yachting Association Fédération Française de Voile Italian Sailing Federation Federazione Sammarinese Vela Hellenic Yachting Federation Israel Yachting Association Fédération Libanaise de Yachting Malta Sailing Federation Turkish Sailing Federation Yacht Club de Monaco	3
E	Iberian Peninsula	Federação Portuguesa de Vela Federació Andorrana de Vela Real Federación Española de Vela	1
F	Low Countries	Fédération Luxembourgeoise de Voile Fédération Royale Belge du Yachting Koninklijk Nederlands Watersport Verbond	1

G	North Europe	Danish Sailing Association Estonian Yachting Union Finnish Sailing Federation Icelandic Sailing Association Lithuanian Yachting Union Norwegian Sailing Federation Swedish Sailing Federation Yachting Union of Latvia	2
H	Euro-Asian	Armenian Sailing Federation Georgian Sailing Federation Kazakhstan Sailing Federation Russian Yachting Federation Sailing Federation of Azerbaijan Sailing Federation of Kyrgystan Sailing Federation of Tajikistan	1
I	Middle East and West Asia	Bahrain Maritime Sports Association Kuwait Sea Sport Club Iran Canoeing, Rowing & Sailing Federation Iraqi Water Sports and Sailing Federation Oman Sailing Committee Palestine Sailing Federation Qatar Sailing and Rowing Federation Royal Jordanian Marine Sports Federation Saudi Sailing Federation UAE Marine Sports Federation	1
J	East Asia	Chinese Taipei Sailing Association Chinese Yachting Association Guam Sailing Federation Sailing Federation of Hong Kong, China. Japan Sailing Federation Korean Sailing Association Yacht Racing Association of the Democratic People's Republic of Korea	2
K	South and Central Asia	Brunei Darussalam Yachting Association Cambodia Sailing Federation Indonesia Sailing Federation Malaysian Yachting Association Myanmar Yachting Federation Pakistan Sailing Federation Philippine Sailing Association Singapore Sailing Federation Timor Leste Sailing Federation Vietnam Canoeing, Rowing and Sailing Federation Yachting Association of India Yachting Association of Sri Lanka Yacht Racing Association of Thailand	2

L	South West Pacific	Fédération Tahitienne de Voile Fiji Yachting Association Pago Pago Yacht Club (American Samoa) Papua New Guinea Yachting Association Sailing Cook Islands Samoa Sailing Association Solomon Islands Sailing Association Tonga Sailing Federation Australian Sailing Ltd Yachting New Zealand Vanuatu Sailing Association	2
M	South & West South America	Federación Argentina de Yachting Federación Chilena de Navegación a Vela Federación Ecuatoriana de Yachting Federación Peruana de Vela Yacht Club Uruguayo	1

N	Central & East South America	Confederação Brasileira de Vela Federación Paraguaya de Vela (FEPAVE) Bolivian Sailing Federation	1
O	North South America, Central America and Caribbean	Antigua Sailing Association Aruba Sailing Association Asociación Nacional de Navegación a Vela (Guatemala) Bahamas Sailing Association Barbados Sailing Association Inc. Belize Sailing Association Bermuda Sailing Association Cayman Islands Sailing Club Federación Colombiana de Vela Federación de Vela de Puerto Rico Federación Dominicana de Vela Federación Mexicana de Vela Federación Náutica de Cuba Federación Venezolana de Vela Grenada Sailing Association Inc. Jamaica Yachting Association Netherlands Antilles Sailing Federation Nicaraguan Federation of Sailing Panama Sailing Association Royal British Virgin Islands Yacht Club St Kitts and Nevis St Lucia Sailing Association St Vincent and the Grenadines Sailing Association Salvadorean Sailing Federation Trinidad and Tobago Sailing Association Virgin Islands Sailing Association (US)	2
P	North America	Sail Canada US Sailing	3

Q	Africa	Federação Angolana de Vela Botswana Yacht Racing Association Egyptian Sailing and Water ski Federation Federação Moçambicana de la Vela e Canoagem Fédération Algerienne de Voile Fédération Djiboutienne de Voiles Fédération Royale Marocaine de Yachting a Voile Fédération Senegalaise de Voile Fédération Tunisienne de Voile Kenya Yachting Association Libyan Sailing Federation Madagascar Yachting and Rowing Squadron Mauritius Yachting Association Namibia Sailing Association Nigeria Rowing and Yachting Federation Sailing Association of Zimbabwe Seychelles Yachting Association South African Sailing Sudan Sailing Federation Tanzania Sailing Association Uganda Sailing Federation	2
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APPENDIX A – TRANSITIONAL PROVISIONS

1. Transitional Provisions

- 1.1 In order to provide for an appropriate transition, elections and appointments shall occur under the provisions in this Appendix. Where these conflict with the Constitution, this Appendix takes precedence.
- 1.2 Until the conclusion of the General Assembly in 2024 (“the Effective Date”), and except as specified below, the Previous Constitution shall continue to have effect. Following the Effective Date, this Constitution shall take effect.

2. Transfer of Regulations and Policies

- 2.1 Until the Effective Date, the Regulations in force under the Previous Constitution shall continue to have effect and Council may continue to make, amend and revoke such Regulations.
- 2.2 With effect from the Effective Date, the Regulations shall be replaced with the document called “the 2025 Regulations” approved by the 2022 Annual General Meeting. These were originally the Regulations as of 1 August 2022 but containing:
 - (a) the deletion of Regulations which are already covered by the new Constitution or Part I of the document; and
 - (b) for all other Regulations, only the essential amendments to enable the current situation to continue under the new governance structure (i.e. no policy or substantial changes).
- 2.3 Following the 2022 Annual General Meeting, the Board will appoint a Working Party to review the Regulations and prepare draft new Regulations to replace them from the Effective Date. The Working Party shall work to the following principles:
 - (a) The Regulations should be written in plain English.
 - (b) Regulations which are no longer relevant or necessary should be deleted.
 - (c) Policy should be removed from the Regulations and placed into a Register of Policies.
 - (d) Policies which are not currently in the Regulations, but which are in effect by virtue of a minuted decision made in the last 10 years, should be placed into the Register of Policies.
 - (e) The Working Party should not recommend any change to a policy unless it considers the change to be uncontentious.
- 2.4 The relevant committees and sub-committees shall be consulted first on the draft new Regulations and additions to the Register of Policies.
- 2.5 A revised draft and Register of Policies will then be published for consultation to all Members, Council, Committees, Sub-committees and Commissions.
- 2.6 Following the consultation, the Working Party shall publish its final recommended changes for approval by the Board and by Council. The Working Party shall consider publishing sections of new Regulations for approval.
- 2.7 The Board and Council shall consider the recommendations and either approve or reject them. If approved, the 2025 Regulations are amended accordingly in

readiness for their coming into force on the Effective Date. If the Board or Council rejects the recommendation, the Working Party shall reconsider its recommendation.

3. Board

- 3.1 The election of directors in 2024 is to be conducted under the provisions of this Constitution. However, the provisions of the Previous Constitution shall govern the attendance and eligibility of delegates to vote at the 2024 General Assembly, and the quorum and procedures for the meeting.

4. Council

- 4.1 The appointment of Group Council members in 2024 to serve for the term 2024 to 2028 is to be conducted under the provisions of this Constitution.
- 4.2 A Group member of Council who will have completed the maximum number of terms of office permitted under Article 32 by the end of 2024 may serve one additional term of office.

5. Committees, Sub-committees & Commissions and Independent Bodies

- 5.1 Following the General Assembly in 2024, the new Committees, Sub-committees, Commissions, and Independent Bodies (other than the Elections Panel) are to be appointed under the provisions of this Constitution.

6. Elections Panel

- 6.1 The first Elections Panel shall be Election Committee holding office under the Previous Constitution (notwithstanding its members may not be Independent). It shall hold office until the ordinary annual General Assembly held in 2027 and their members shall be eligible for re-appointment as if it were their first appointment under this Constitution (notwithstanding they may not be Independent).

Names and addresses of original subscribers

1. Fort Street Nominees Limited
3rd Floor, Celtic House
Victoria Street
Douglas
Isle of Man
IM1 2SJ

2. Jordan Nominees (I.O.M.) Limited
3rd Floor, Celtic House
Victoria Street
Douglas
Isle of Man
IM1 2SJ

Dated: 28 June 1996

Witness to the above signatures: Lorna Doyle

3rd Floor, Celtic House, Victoria Street
Douglas, Isle of Man, IM1 2SJ