

ISAF Articles of Constitution

Rearranging and Renumbering of the Articles of Association

A submission from the Chairman of the Constitution Committee

Purpose or Objective

Following a further review of the Articles the Constitution Committee recommend a number of proposals to re-arrange, consolidate, and make necessary consequential amendments, including correcting minor errors in the ISAF Articles.

Proposal 1: Layout

Some Articles are in an illogical position, e.g. Article 29 Language, which has therefore been moved to Article 2.3, and others simply in the wrong position relative to other Articles.

We therefore propose the following, namely that:

Current Article	Relocated to
Article 29 (Language)	Article 2.3
Article 37 (Voting at Meetings)	Article 29
Article 56 (Vacancies on Committees)	The Regulations
Article 57 (Prohibition of Distributions or Dividends)	Article 62
Article 59 (relating to delegation of Council powers)	Article 42
Articles 83-85 (Officers)	Articles 64-66 and consequential renumbering of Articles 64 onwards

Reasons

1. Article 37 should be moved for the same reason as Reason 3 under Proposal 3 (meetings).
 2. Article 56 deals with vacancies on committees. Procedures for committees are dealt with in the Regulations and the wording of this Article should appear there. In any event committees are not a defined term within the Articles, so this provision is almost meaningless as an Article.
 3. Current Article 57 (Prohibition of Distributions or Dividends) divides two groups of Articles relating to the Proceedings of the Council. Further these start not at Article 58 but at Article 46, which is currently, wrongly, under the heading of "Powers of Council".
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By relocating Article 57 these Articles can be grouped together, and the heading also relocated to precede Art 46.

4. Conversely, within this grouping is current Article 59 which is not a procedure but a power of Council namely to delegate, and should therefore appear with the other Articles under that heading, ("POWERS OF COUNCIL") that is as Article 42.
5. Officers:
The Officers of the Federation are now all members of the Executive Committee, and it is therefore appropriate to move previous Articles 83 to 85, which relate to 'officers', so that they precede those headed "Executive Committee".

Proposal 2: To remove confusion and overlaps between the Articles and the Regulations:

There is an overlap between the Article 5 (applying for membership) and the Regulations and to avoid confusion we recommend the Articles are rationalised to refer to the procedures in the Regulations but not to change in any way the substantive purpose of the Articles.

Note. Whilst "Full Member" is defined in the Articles, "MNAs" is not specifically so defined and further the Articles contain references to "MNAs" as well as "Full Member", when intending to mean the same thing. We propose a consistent approach.

Proposal 3: Meetings

The Articles relating to General Meetings should be simplified and rationalised as follows:

1. by dividing previous Article 24 into three separate Articles (24, 25.1 and 25.2).
2. Since all General Assemblies are also General Meetings it is appropriate that all general references to Agendas should appear under one heading that is General Meetings but with the additional agenda items for General Assemblies thus being highlighted under that separate heading.
3. Similarly the provisions relating to voting at General Meetings and General Assemblies should clearly be the same, and not in two different provisions within the Articles. Thus we propose a single Article and the deletion of parts of Schedule B
4. The Constitution Committee have previously ruled that only delegates who are a national resident of the relevant country can attend and vote at any general meeting and therefore there should be one clear Article to that effect. Proxies are not permitted at present and inclusion of reference to the word "proxies" in the Schedule B to the Articles has only caused confusion and should therefore be deleted and replaced by the word 'delegates'

A "track changes" version of the amendments to wording, and with the re-arrangements (Proposal 1) incorporated, is available as a supporting paper to the Council agenda at:

www.sailing.org/2011-conference.php?nocache=1

A clean version of the Articles incorporating the changes is available as a supporting paper to the Council agenda at:

www.sailing.org/2011-conference.php?nocache=1

Current Position

Current Articles.

Reasons