

<u>OBJECTS OF THE INTERNATIONAL SAILING FEDERATION</u>	2
<u>MEMORANDUM OF ASSOCIATION OF THE INTERNATIONAL SAILING FEDERATION</u>	2
<u>ARTICLES OF ASSOCIATION OF THE INTERNATIONAL SAILING FEDERATION</u>	3
GENERAL	3
MEMBERSHIP	4
OBLIGATIONS OF MEMBERSHIP	5
SUBSCRIPTIONS	6
CANCELLATION OF MEMBERSHIP	6
RETIREMENT OF MEMBERS	8
GENERAL MEETINGS	8
PROCEEDINGS AT GENERAL MEETINGS	8
LANGUAGE	9
THE GENERAL ASSEMBLY	9
THE COUNCIL	11
POWERS OF THE COUNCIL	12
PROHIBITION OF DISTRIBUTIONS OR DIVIDENDS	14
PROCEEDINGS OF THE COUNCIL	15
DISQUALIFICATION OF MEMBERS OF THE COUNCIL	16
EXECUTIVE COMMITTEE	16
NOMINATION AND ELECTION OF OFFICERS	17
ELECTION COMMITTEE	17
REVIEW BOARD	17
INTERNATIONAL AND RECOGNIZED CLASS ASSOCIATIONS, AFFILIATE MEMBERS AND AUTONOMOUS CONSTITUENT ORGANIZATIONS	19
OFFICERS AND OFFICERS OF HONOUR	19
SECRETARY GENERAL	20
DIVISIONS AND SECTIONS	20
ACCOUNTS	21
AUDIT	21
THE SEAL	21
NOTICES	22
WINDING UP	22
INDEMNITY	22
SCHEDULE A (ARTICLE 42)	23
GROUPS OF NATIONAL AUTHORITIES	23
SCHEDULE B (ARTICLE 28)	25
PROVISIONS RELATING TO GENERAL MEETINGS	25

OBJECTS OF THE INTERNATIONAL SAILING FEDERATION (ISAF)

The objects and aims for which the International Sailing Federation, as the controlling authority of the sport of sailing in all its forms throughout the world, is established are:

- (a) to act as and carry out the functions and duties of such authority;
- (b) to promote the sport of sailing in all its branches regardless of race, religion, gender or political affiliation;
- (c) to establish, supervise, interpret and amend the rules regulating sailboat racing and to adjudicate disputes and take any appropriate disciplinary action (including the imposition of appropriate penalties);
- (d) to act as the supervising organisation for the sport of sailing, to grant and withdraw international or recognised status to or from classes of boats and to prescribe the relevant rules and measurement procedures;
- (e) to act as the organising authority of the Olympic Sailing Regatta;
- (f) to control, organise, conduct, license or sanction other championships, sailing events or activities;
- (g) 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;
- (h) to represent and protect the interests of any member of the Federation;
- (i) 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, 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;
- (j) to provide administrative services of any sort whatsoever for any association, union, society, club, committee, body or person interested in or associated with sailing in any of its forms.

Note: The following constitutes the operational part of the Memorandum and Articles of Association necessary for the operation of ISAF as an organization. Some formal parts of the Memorandum of Association relating to the fact that ISAF is incorporated as a company in the Isle of Man have been omitted but the full text is available at the offices of Sailing International Ltd, at Ariadne House, Southampton.

CONSTITUTION

The Companies Acts 1931 to 1993

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF INTERNATIONAL SAILING FEDERATION LIMITED

1. The name of the Company is "International Sailing Federation Limited" (hereinafter "the Federation").
2. The Federation is a private company.
3. The liability of the members is limited.
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 he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases 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.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF INTERNATIONAL SAILING FEDERATION LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
The Acts	The Companies Acts 1931 to 1993 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, as amended from time to time.
The Federation	The above-named Company.
The Council	The Board of Directors for the time being of the Federation.
The Office	The registered office of the Federation.
The Seal	The common seal of the Federation.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
Full Member	A National Authority granted full membership in the Federation.
Member	A member of the Federation of any class.
National Authority	An organization, whether incorporated or unincorporated, controlling the sport of yachting or sailing in any country or in any political entity granted status as an Olympic nation.
Regulations	Regulations adopted by the Council to carry out the objects of the Memorandum of Association and these Articles.
Yachting	Includes the sport of sailing in all its forms.
Special resolution	A resolution passed by a 75% majority vote at a meeting of which not less than 21 days' notice has been given as more particularly defined in the Acts.
Autonomous Constituent Organization	A body recognized by the Federation under Article 5(v).

Any words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender; and vice versa;

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

- 2.1. The Regulations contained in Table A in the schedule to the Companies (Memorandum and Articles of Association) Regulations 1988 ("Table A") shall not apply to the Federation, but the Articles hereinafter contained shall constitute the regulations of the Federation.
- 2.2. Any Disputes relating to the validity or construction of the ISAF Constitution or Regulations or any other rules or regulations made there under (together, the 'ISAF Regulations'), and any disputes relating to the application of the ISAF Regulations or the exercise of powers there under, shall be subject to the exclusive jurisdiction of the courts of England and Wales and their principles, and shall be governed by English law, excluding English choice of law principles.

MEMBERSHIP

3. The number of members with which the Federation proposes to be registered is unlimited.
- 3.1 No invitation to the public to subscribe for debentures of the Company shall be made.
4. Membership in the Federation shall consist of the following classes:
 - (a) Full Member - full membership in the Federation granted to a National Authority.
 - (b) Associate Member - membership in the Federation granted to a National Authority under Article 5(b).
 - (c) ICA Member - membership granted to International and Recognized Classes recognized by the Federation.
 - (d) Affiliate Member - membership granted under Article 5(d).
 - (e) ACO Member - membership granted under Article 5(e).
 - (f) Individual Member - membership granted to individuals under 5(f).
 - (g) Honorary Member - membership granted under Article 5(g).
5. Membership in the Federation may be granted by the Council in the various classes of membership as follows:-
 - (a) Full Member - Application for full membership of the Federation shall be made to the Secretary General who shall place it before the Council. The Council shall take into consideration the status of the sport in the country and of the constitution of the National Authority making the application.
 - (b) Associate Member - Application for associate member status as defined in the Regulations shall be made to the Secretary General who shall place it before the Council. The Council shall take into consideration the status of the sport in the country and of the constitution of the National Authority making the application.
 - (c) ICA Member - Class Associations governing International and Recognized Classes that have met the criteria specified in the Regulations and have been granted International or Recognized status by the Council shall be granted ICA membership

- (d) Affiliate Member - An Affiliate Member is any self-administered international organization, other than a national authority or international class association or recognized class association, or members thereof, interested in or associated with the sport of sailing in any of its forms and whose activities are not in conflict with member national authorities or ICA's or Recognized CA's may be granted affiliate membership subject to conditions and terms of such membership as the Council may respectively from time to time decide. An Affiliate Member shall not be entitled to voting rights, except where otherwise specifically provided for in these Articles.
- (e) ACO Member - An independent international organization which is interested in or associated with the sport of sailing in any of its forms which has met the criteria specified by the Regulations, if any, may be recognized as an Autonomous Constituent Organization by the Council. Such ACO may be but need not be an Affiliate Member.
- (f) Individual Member - There shall be two classes of individual members:-
 - (i) ISAF Member - any individual who is a member of Council, an Officer or Officer of Honour, a member of any committee, working party or commission of ISAF may become an individual member of ISAF upon acceptance of his application and payment of the annual fee established by Council.
 - (ii) Individual Member - any individual, other than an individual who would qualify as an ISAF Member may become an individual member of ISAF upon acceptance of his application and payment of the annual fee established by Council.
- (g) Honorary membership of the Federation may be conferred by the Council upon such persons as it may determine.

In addition, individuals may be admitted to individual membership by or with the authority of the Executive Committee.

OBLIGATIONS OF MEMBERSHIP

- 6. It shall be the obligation of all members of the Federation:
 - (a) to promote the objects, interest and influence of the Federation;
 - (b) to carry out and have respect for the rules, regulations and decisions of the Federation;
 - (c) to refrain, and to 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.
- 7. It shall be the obligation of a Full Member, Associate Member and ISAF Member to ensure that there shall be no discrimination on grounds of race, religion or political affiliation against any competitor representing a Full Member; further to prevent improper use or abuse of terms such as World, Continental, International or Regional that properly relate to activities recognized by the Federation and to co-operate in the collection and payment of the "International and Recognized Class Fees" payable to the Federation.

8. ICA members shall be responsible for implementing the objects and decisions of the Federation affecting their classes and for protecting the design characteristics of their classes.
9. (a) Each ICA member, affiliate member, honorary member and individual member of the Federation shall be entitled to receive free of charge such items as the Council may from time to time resolve. Such members are not entitled to vote at meetings of the Federation.
- (b) Membership shall not be transferable and shall cease on death, or, in the case of a corporation, society or similar, upon the appointment of a liquidator or receiver (or the equivalent in the jurisdiction of incorporation of the corporation).

SUBSCRIPTIONS

10. Every member other than an honorary member shall pay an annual subscription to the funds of the Federation of such amount as in each individual case the Council may from time to time determine. Subscription categories for Full Members shall be determined by the Council at each annual meeting in the year before a meeting of the General Assembly, having considered the recommendations, if any, of the Constitution Committee. All subscriptions shall be due on the first day of January for each ensuing calendar year.
11. The Council shall have the power to remit either in whole or in part the payment by a member of its subscription in any year. The Council may delegate such power to the Executive Committee, subject to such restrictions as the Council may see fit.
12. Subject to any remission under Article 11 no Full Member shall, in any year, be entitled to any of the rights or privileges of membership or to be represented at any meeting of the General Assembly until its subscription for that year and all arrears (if any) have been paid.
13. An ICA member, affiliate member or individual member of the Federation shall not be entitled to any benefits while its or his subscription is in arrears.

CANCELLATION OF MEMBERSHIP

14. (a) Notwithstanding Articles 15 to 20, when a member National Authority has been in arrears on all or a part of its subscription, fees, dues or other payments due to the Federation or ISAF UK or any of their predecessors for a year or more, and having been warned to make payment at least 30 days previously, and the Secretary General having so certified in writing, the Council may by a majority vote suspend or cancel the membership in the Federation of a Member National Authority with immediate effect.
 - (b) A Member National Authority deprived of its membership under this Article may apply for membership in the normal course but shall not be re-admitted to membership until outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and so certified by the Secretary General.
- 14.1 (a) When an International or Recognized Class has been in arrears on all or part of its subscriptions, fees, dues or other payments due to the Federation or ISAF UK or any of their predecessors, on the same conditions and terms as provided in Article 14(a), the Council may by a majority vote suspend or cancel the International status and membership of an International or Recognized Class.

- (b) An International or Recognized Class whose status and membership has been suspended or cancelled pursuant to this Article may apply for such status and membership in the normal course but shall not have its International or Recognized status or membership restored until all outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and so certified by the Secretary General.
- 15. The status of an organization claiming to or exercising the authority to regulate and manage the sport of sailing in a country and seeking membership in the Federation or the status of any existing MNA of the Federation may only be challenged by an existing Full Member in good standing or an organization which has or is claiming the status of a governing body of the sport of sailing in a particular country and has been so certified by the Secretary General.
- 15.1 Any proceedings to make such challenge as may be authorized pursuant to these Articles and the applicable Regulations shall provide for a fair hearing and hearings of and between all the parties and shall provide the parties with a reasonable opportunity to present such facts as they may wish and to present their claims and argument before any committee, body, Council or Assembly of the Federation as the Articles and Regulations shall provide.
- 15.2 Without limiting any alternative grounds, one of the grounds on which a member's status may be challenged is for persistent disregard of or failure to observe the Constitution of the Federation especially as it pertains to the obligations of membership.
- 15.3 The Council may, by a two-thirds majority vote, at any time cancel the membership of any Full Member but such Full Member may request that the General Assembly shall, at its next meeting, review such cancellation on the ground that the discretion of the Council was not exercised for good cause.
- 16. The procedure for challenging the membership status of an applicant for Full Membership or a Full Member shall be as set forth in Regulation 2 of the Regulations.
- 17. The Council may suspend or cancel the status and membership of an International or Recognized Class which in the Council's judgement has failed to meet its obligation to protect the design characteristics of the class or currently does not meet the requirements for the class prescribed in the Rules and Recommendations for Adoption and Control of International or Recognized Classes.
- 17.1 The Council may suspend and cancel the membership of an affiliate member or an individual member who has, in the opinion of the Council, failed to comply with its or his membership obligations in a material respect.
- 18. The procedure for challenging the membership status of an affiliate or individual member shall be as set forth in Regulation 2 of the Regulations.
- 19. The Council may:
 - (a) suspend or cancel the status and membership of an International or Recognized Class which is in arrears of payments due to the Federation or which in the Council's judgement has failed to meet its obligation to protect the design characteristics of the class or currently does not meet the requirements prescribed in the Rules and Recommendations for Adoption and Control of International or Recognized Classes;

- (ii) suspend or cancel the membership of an associate member, affiliate member or an individual member which or who has failed to pay its or his subscription for a period of at least 12 months after the due date or in the opinion of the Council has failed to comply with its or his membership obligations in a material respect.

RETIREMENT OF MEMBERS

- 20 Any member desiring to retire from the Federation shall give notice in writing of its or his intention of retiring on or before 31 December to the Secretary General; otherwise the member shall be liable to pay the subscription for the next calendar year.

GENERAL MEETINGS

- 21.1 The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it.
- 21.2 In addition to the General Meetings of Full Members referred to in Article 21.1 above the Council may call and hold meetings of the Council or the Council and its committees as provided in Articles 58 and 59. Such meetings held to conduct the business of the Federation delegated to it by Article 59 are not General Meetings of the members and shall be conducted in accordance with the Regulations passed regarding the conduct of such meetings.
- 22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 23. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 113 Companies Act 1931.
- 24. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Acts entitled to receive such notices from the Federation; but with the consent of all the Full Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Full Members may think fit. Each Full Member may be represented by a delegate who is a national or resident of the country concerned and shall ensure that notice of the appointment of such delegate is given in writing to the Secretary General. The Annual General Meeting held in every fourth year shall constitute and be known as a General Assembly.
- 25. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting, General Meeting or General Assembly.

PROCEEDINGS AT GENERAL MEETINGS

- 26. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed

special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided thirty Full Members present by their delegates or some other proxy shall be a quorum.
28. The provisions set out in Schedule B to these Articles (which shall form part of these Articles) shall regulate the conduct of proceedings at any General Meeting.

LANGUAGE

29. The official language of the Federation is English. The word "shall" is mandatory and the word "may" is permissive. As and when appropriate, other working languages may be introduced and simultaneous translations may be provided at meetings. All official ISAF English texts should be edited to comply with what is known as "Plain English" in the United Kingdom.

THE GENERAL ASSEMBLY

30. The Federation shall have a General Assembly which, in addition to the matters expressly provided in these Articles, shall have the authority to propose general policy for the consideration of the Council.
31. The membership of the General Assembly shall consist of:-
 - (a) the President;
 - (b) the seven Vice-Presidents;
 - (c) the Treasurer who, unless already a member in some other capacity, shall be an ex-officio non-voting member;
 - (d) one delegate appointed by each Full Member who shall be a national of or resident of the country concerned.

Notice of such appointment shall be given by the Member to the Secretary General at least two weeks before the first meeting of the General Assembly at which such delegate is authorized to attend. Any delegate so appointed shall remain in office while the Member remains a Member, until his retirement or until some other delegate is duly appointed by the Member in his place. If the delegate so appointed is prevented from attending for a reason outside his control, the President may accept an alternate appointment at any time before the opening of the General Assembly.

32. Subject to Article 21, Meetings of the General Assembly shall be held as follows:
 - (a) The first Ordinary Meeting of the General Assembly shall be held no later than 31 December 1998.
 - (b) An Ordinary Meeting of the General Assembly shall be held in the year 2000 and thereafter every four years.
 - (c) Extraordinary Meetings of the General Assembly shall be convened by the Secretary General on the request of the Council or of not less than fifteen Full Members.

A meeting of the General Assembly may be held in any country and at any place that a meeting of the Council is being held during or within seven days of such meeting of the Council.

33. The agenda for the Ordinary Meeting of the General Assembly shall include the following items:
- (a) Approval of the minutes of the last Ordinary Meeting of the General Assembly and of any subsequent Extraordinary Meeting.
 - (b) To receive:
 - (i) The President's report;
 - (ii) A financial report.
 - (c) To review:
 - (i) Subscriptions;
 - (ii) Applications for Full or Affiliate or ACO membership since the last Ordinary Meeting of the General Assembly;
 - (iii) The proposed programme of the Federation's Championships;
 - (iv) Any Regulations made or amended in any substantive way by the Council since the last Ordinary Meeting.
 - (d) To debate and resolve any submission from the Council or from an Officer or from a delegate and normally to refer such matters to the appropriate committees. Political matters shall not be debated unless of direct relevance to yachting, nor without prior reference to the Constitution Committee. The decision of the Chairman of the General Assembly as to whether a matter is political shall be final.
 - (e) Election of the following:
 - (i) the President;
 - (ii) the seven Vice-Presidents;
 - (iii) the Officers of Honour.
 - (f) To announce the appointed members of the Council.
 - (g) To fix the date of the next Ordinary Meeting of the General Assembly.
 - (h) Any other business.
34. The Chairman of Meetings of the General Assembly shall be the President of the Federation. The newly-elected President shall take the chair of the meeting immediately following the conclusion of the item on the agenda covering elections. If neither shall be present, the members of the General Assembly present shall choose one of the Vice-Presidents or failing them, one of their number, to be the Chairman of the remainder of such meeting.
35. The General Assembly may authorize the attendance at its Meetings of Committee Chairmen, Observers and Technical Advisers who shall not be entitled to vote. They may take part in the proceedings at the request of the Chairman.
36. Thirty members of the General Assembly shall form a quorum for the conduct of business.

37. Decisions of the General Assembly shall be taken by a simple majority of votes of those present except that no resolution for the amendment of the Memorandum of Association or these Articles shall be carried unless two-thirds of the votes cast shall be in favour of such resolution (but this provision shall not affect the right of the Council to vary the table contained in Schedule A in accordance with Article 42(b)). Voting on any resolution shall be by show of hands unless the Chairman or not less than five of the delegates present request a secret ballot. Each delegate present in person shall be entitled to one vote only and no appointment of proxies is permitted. The President and Vice-Presidents present in person shall be entitled to vote. Any such secret ballot shall take place and the result of the vote be announced before the close of the meeting. In the event of an equality of votes, the Chairman shall have a casting vote except in the case of equality of votes related to elections which shall be decided in accordance with the Federation's Regulations.
38. The election of a delegate to the office of President or Vice-President shall give rise to a casual vacancy in the General Assembly, which may be filled by a nominee of the Full Member whose delegate has been elected to the office.

THE COUNCIL

39.1. The Council of the Federation shall consist of:-

- (a) the President;
 - (b) the seven Vice-Presidents;
 - (c) not more than 30 members appointed by Full Members;
 - (d) The Chairman of the ISAF Offshore Committee;
 - (e) a member appointed by the International Classes Committee;
 - (f) a woman member appointed by:
 - (i) Women Vice-Presidents
 - (ii) Women members of Council, and
 - (iii) The women of Committees or Sub-committees, the members of which are nominated by Member National Authorities;
 - (g) the Treasurer who, unless already a member in some other capacity, shall be an ex-officio non-voting member and shall be appointed by the Council;
40. Those members of the Council not appointed in the manner contemplated in Article 42(a) shall be appointed in accordance with Articles 39.1 (d), (e), (f) and (g). All such appointment, with the exception of the appointments under Articles 39.1(e), (f) and (g), shall be notified to the Secretary General and shall be valid only when received at least two weeks before the first meeting of the Council. Members of the Council appointed to serve at an Ordinary General Assembly Meeting shall hold office until the next following Ordinary General Assembly Meeting.
41. Members of the Council shall be persons who are active in yachting. Members of the Council shall be responsible for placing before the Committee the views of the Full Members by whom they were nominated or elected but in the exercise of their votes they shall have regard to the interest of the sport of yachting throughout the world as a whole.
42. (a) Members of the Council appointed by Full Members shall be appointed by the Groups of Full Members shown in the Table in Schedule A to these Articles. Each Group shall be entitled to appoint the number of members to the Council shown opposite its Group. The Full Members of each group may nominate a candidate for each of the Council members to which its group is entitled. The candidate with the greatest number of nominations for each Council membership shall be appointed to the Council by the Group. The method of selecting those to

be appointed for each Council membership from among those nominated shall be decided by the Group, provided that if there should be no agreement on the method of selection within four weeks of the first meeting of the Council, the method of selection shall be the same as for the President pursuant to Regulation 7.2 of the Regulations. The process of nomination and selection shall be made in accordance with any applicable provisions of Regulation 7 of the Regulations.

- (b) The provisions of the table contained in Schedule A may be varied from time to time by the Council in its discretion by a two-thirds majority of the votes cast at a meeting of the Council (but any such variation may be reviewed by the General Assembly) or by resolution of the General Assembly, provided that if any National Authority ceases to be a Full Member on account of its replacement as a National Authority controlling the sport by some other authority or authorities in the Group concerned, the Council may at its discretion make such provision as it thinks fit for the purpose of preserving the regional basis of nomination but any such provision may be reviewed by the General Assembly.
- (c) Appointed members shall hold office until the appointment of their successors at the next Ordinary Meeting of the General Assembly unless the Council has made changes in Schedule A requiring new nomination and selection of Council members pursuant to Article 42(b) in which case the term of a Council member whose seat is subject to re-nomination shall cease at the time of the selection of his successor, if any. Appointed members shall be eligible for re-appointment.
- (d) Appointments of candidates by Groups of Full Members shall be notified to the Secretary General and shall be valid only when received at least two weeks before the Ordinary Meeting of the General Assembly.
- (e) In the event of two or more candidates for a Council Membership in any one Group receiving an equal number of nominations, and in the absence of any provision for breaking a tie, the President shall select one of such candidates to be a member for the ensuing term.

POWERS OF THE COUNCIL

- 43. The business of the Federation shall be managed by the Council who may exercise all powers of the Federation, including, notwithstanding the powers of the General Assembly, the receiving, consideration and determination of policy proposals referred to it by the General Assembly, and do on behalf of the Federation all such acts as may be exercised and done by the Federation, save for those that by the Act or by these Articles are required to be done at a General Meeting, and subject to:
 - (a) any Regulations in force that have been reviewed by the General Assembly,
 - (b) the provisions of the Acts 1931 to 1993, and
 - (c) any Regulations prescribed by the Council but not yet reviewed by a General Assembly, provided that failure of the General Assembly to review any such Regulation shall not invalidate retroactively acts by the Council done pursuant to such Regulation.
- 44. The Council shall have the power to make Regulations to carry out the objects of the Association and/or to amend any existing Regulations provided that such Regulations shall not be in conflict with the Memorandum of Association or these Articles and shall be reported to and reviewed by the next Ordinary Meeting of the General Assembly.

The Council may, where the subject of the Regulation affects racing and the Racing Rules of Sailing, pass the Regulation and may, in its discretion, direct that the Regulation shall be incorporated into the Racing Rules by reference. Where such Regulation has been incorporated into the Racing Rules by reference the particular rules found elsewhere in the Articles and Regulations regarding the initiation, deletion, amendment, changing or interpretation of the Racing Rules shall not apply.

45. The members for the time being of the Council may act notwithstanding any vacancy in their body.
46. Decisions of the Council shall be taken by a simple majority of votes cast with the following exceptions:
 - (a) Decisions requiring a two-thirds vote cast in favour of a resolution are:
 - (i) a resolution for the election or expulsion of a Full Member;
 - (ii) an amendment to the Racing Rules of Sailing; however, this provision shall not apply to Regulations incorporated by reference into the Racing Rules of Sailing.
 - (b) Decisions overturning a previous vote under ISAF Regulation 16.1.1(b) require a two-thirds vote in favour of the resolution by all Council members entitled to vote.
 - (c) Decisions made pursuant to ISAF Regulation 16.1.1(a) and (c) may not be overturned.
 - (d) Decisions on equipment under Regulation 16.1.1 (d) require 75% of the votes cast.
 - (e) Decisions overturning a previous vote under Regulation 16.1.1 (d) require a 75% vote in favour of the resolution by all Council members entitled to vote.
47. Voting shall be by show of hands or by secret ballot as determined by the Chairman. The Chairman or three members present may request the holding of a secret ballot. In the event that a secret ballot is conducted by electronic voting, individual votes shall not be recorded and the Chairman of the Constitution Committee shall verify that such individual votes have not been recorded. Any such ballot shall be held before the meeting is closed. The President and each Vice-President and each member present in person shall be entitled to one vote. The President shall have a second vote or casting vote in the event of an equality of votes.
48. The quorum for meetings of the Council is twelve unless the Council see fit to increase its quorum which it may do in its discretion.
49. Any casual vacancy in the office of the President or of a Vice-President or in the membership of the Council may be filled by the Council. Any person so appointed shall hold office until the commencement of the next following Ordinary Meeting of the General Assembly, but shall be eligible for re-election or re-nomination. In the event of the death or incapacity for any reason of the President, the Executive Committee may designate one of the Vice-Presidents to serve as Acting President until the next meeting of the Council.
50. The election of a member of the Council to the office of President or Vice-President shall create a casual vacancy in the Council. If the member of Council elected to office of

CONSTITUTION

President or Vice-President causing a casual vacancy is a woman, the person appointed to fill the casual vacancy pursuant to Article 51 shall also be a woman.

51. Each nominated member of the Council may at any time appoint some other yachtsman from his Group or nominating body to be an Alternate member of the Council, and may at any time remove any Alternate member so appointed by him.
52. The President may appoint an Alternate in the event of a member being unable to attend and not having notified the Secretary General of an Alternate.
53. An Alternate shall be entitled to receive notices of all meetings of the Council and to attend at any such meeting at which the member appointing him is not personally present and is generally to perform all the functions of his appointor as a member during his absence.
54. An Alternate shall ipso facto cease to be an Alternate if his appointor ceases for any reason to be a member.
55. All appointments and removals of Alternates shall be effected by notice given to the Secretary General by the member making or revoking any such appointment.
56. In the case of a member of a committee or a sub-committee being unable to attend a meeting, the appointment of Alternates may only be made with the approval of the Executive Committee or the President. In the case of a vacancy in a committee or sub-committee caused by resignation, lengthy inability to attend however caused, or incapacity, the Chairman of such committee or sub-committee shall advise the Secretary General of the vacancy which may be filled in accordance with the provisions of Regulation 6 of the Regulations.

PROHIBITION OF DISTRIBUTIONS OR DIVIDENDS

57. (a) The income and property of the Federation shall be applied solely towards the promotion of the sport of sailing throughout the world and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members.
- (b) Article 57(a) above shall be subject to the following proviso, namely: nothing in these Articles shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Federation or to any member in return for any services actually rendered to the Federation, nor prevent the payment of interest at a normal rate on money lent or reasonable and proper rent for premises demised or let by any other member to the Federation;
- (c) No member of the Council shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of the Council, except the repayment of out-of-pocket expenses and interest at a normal rate on money lent or reasonable and proper rent for premises let or demised to the Federation.
- (d) Payments to any company of which a member of the Council may be a member, and in which such member of the Council shall not hold more than one hundredth part of the capital shall be disregarded for the purposes of this Article 57 and such member of the Council shall not be bound to account to the Federation for any share of profits which he may receive in respect of such payment.

PROCEEDINGS OF THE COUNCIL

58. The Council shall meet at least once in every calendar year and at such other time or times as a meeting may be convened. There shall be a meeting of the Council at the conclusion of each Ordinary Meeting of the General Assembly. The Secretary General shall convene a meeting of the Council on the instructions of the President or two Vice-Presidents or if requested so to do by any four members of the Council.
59. The Council may delegate any of its powers to such committees or sub-committees consisting of such person or persons as it thinks fit. The Council may provide by Regulation for the nomination and selection of the Chairman, Vice-Chairman and members of committees or sub-committees (save that the President shall not be appointed as Chairman of any such committee or sub-committees other than the Executive Committee), and any committee or sub-committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
60. Political matters shall not be debated at meetings of the Council unless of direct relevance to yachting. The decision of the President or other person acting as Chairman of the relevant meeting of the Council as to whether a matter is political shall be final.
61. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
62. The Council shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Federation and of the Council and of committees of the Council. All business transacted at such meetings, and any such minutes of any meeting, if purporting to be approved by the members of such meeting as detailed in Article 63, including the Chairman, shall be enough evidence without any further proof of the facts as written. Where Council or a committee later hold a different view to the minutes because of a change to policy or to a decision, this shall be recorded in the minutes of the meeting at which the change is considered; in this case, the original documents shall not be changed. Where minutes of meetings are proven incorrect (e.g. misspelling or incorrect reference), the formal documents of that meeting shall be changed.
63. A resolution in writing (which may be in counterparts) or a resolution transmitted by electronic means (or other written communication), including E-mail and fax, which has been sent to all the members of Council or any committee or sub-committee who are entitled to receive notice of a meeting, in the case of a resolution in writing signed by a majority or in the case of electronic means which is acknowledged and agreed to by the said electronic means by a majority of the members of the Council or any committee or sub-committee shall be as valid and effective as if it had been passed at a meeting of the Council or of such committee or sub-committee duly convened or constituted. In this Article the term "a majority" shall mean the requisite majority pursuant to the Articles.
64. The President shall take the chair at meetings of the Council, but if he shall not be present the members present shall choose one of the Vice-Presidents or failing them, one of their number, to be the Chairman of such a meeting.

65. (a) The Council may authorize the attendance at its meetings of Observers and Technical Advisers who shall not be entitled to vote. They may take part in the proceedings at the request of the Chairman.
- (b) Any member of the Council may participate in a meeting of the Council by means of telephonic, video conferencing or similar communications whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. The location of such meeting shall be deemed to be the place at which the Chairman of the meeting was located at the time of that meeting.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

66. The office of a member of the Council shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) if he becomes of unsound mind;
- (c) if by notice in writing to the Secretary General Secretariat he resigns his office;
- (d) if he ceases to hold office by virtue of any provision of the Acts or he becomes otherwise prohibited by law from being a Director of a Company.

EXECUTIVE COMMITTEE

67. The Executive Committee shall consist of the President and the seven Vice-Presidents. The Treasurer shall be an ex-officio non-voting member of the Executive Committee, Constitution Committee and General Assembly, unless already a member in some other capacity.
68. (a) The Executive Committee shall be responsible for implementing the policy decisions of the Council, for any matters specifically delegated to it by the Council, and for taking management and operational decisions on its behalf between meetings. The Executive Committee may seek such advice as it considers appropriate and shall work in close collaboration with the Chairmen of committees established by the Council. Following each Executive Committee meeting, a memorandum of the meeting's decisions shall be distributed to the national authorities, members of the Council and committee chairmen.
- (b) Subject to sub-regulation (c) below, the Executive Committee has full financial responsibility for the financial affairs of ISAF.
- (c) In all its actions and deliberations the Executive Committee shall be responsible to and report to the Council.
69. The Executive Committee shall nominate the Treasurer, the Chairman, Vice-Chairman and members of committees of the Council and shall submit these nominations to the Council for ratification.
70. The appointment of the Secretary General shall be decided upon by the Executive Committee.

NOMINATION AND ELECTION OF OFFICERS

71. No person shall be eligible for nomination as a candidate for the office of President if he had held that office for the immediate preceding continuous period of eight years, nor for the office of Vice-President if he has held that office for the immediate preceding continuous period of eight years. If more than two Vice-Presidents would thereby become ineligible, this provision shall affect those two Vice-Presidents having the longest period of continuous service; if two or more have equal seniority, then in the absence of agreement between them, all of those having equal seniority shall be eligible for nomination, and a vote of the General Assembly shall be taken before the votes for Vice-President to determine which of them shall stand for election to Vice-President.
72. Five or more Full Members may nominate any eligible person as a candidate for such offices provided that such nominations are received by the Secretary General at least eight weeks before the commencement of the meeting.

ELECTION COMMITTEE

73. Not less than eight weeks before an Ordinary Meeting of the General Assembly, the Council shall elect an Election Committee consisting of not more than five members.
74. The Election Committee shall:
- (a) determine whether or not a nominated candidate is eligible for election;
 - (b) publish a list of eligible candidates nominated in accordance with Article 71 together with the names of their nominating Full Members for distribution with the agendas of Council
 - (c) be responsible for the conduct of the election and the votes taken for the candidates during the meeting of the General Assembly.

REVIEW BOARD

75. Constitution of the Review Board
- (a) There shall be a Review Board appointed by the Council at its first meeting after each Ordinary Meeting of the General Assembly. Should a vacancy occur, among the appointed members or there be a need for more members, the Council may appoint a replacement or more members at the next meeting. The Review Board shall consist of a Chairman, Vice-Chairman, and not less than ten and not more than twenty five members.
 - (b) The Review Board shall, for the purpose of deciding matters referred to the Board, operate by review panels of three or five members (no more than two of which shall be from the same country) appointed by the Chairman of the Review Board, or in his absence the Vice-Chairman.
76. Membership
- In appointing members to the Review Board, the Council should note the following requirements:
- (a) Members shall be proficient in the English language,
 - (b) At least one-third of the members shall have a legal background,

- (c) Members shall have a substantial yachting and sports background,
- (d) Members shall be persons of the highest integrity from the world yachting community.

77. Authority Functions

The Review Board will decide on:

- (a) A request by a Member National Authority or the ISAF Executive Committee for review and confirmation, revision, modification or annulment of its own decision affecting a competitor's ISAF eligibility.
- (b) Any appeal which a competitor or prospective competitor files with the Review Board, concerning his or her eligibility under the Articles, the Regulations, the Racing Rules of Sailing, or the Equipment Rules of Sailing; or the Constitution, Regulations or Rules adopted by International Classes and Recognised Classes designated as such in accordance with Regulation 26.2.

Any appeal which a competitor is entitled to make to the Review Board:

- (i) Concerning the Competitor's ISAF Eligibility under the Federation:
Regulations
Racing Rule of Sailing
Equipment Rules of Sailor, or
- (ii) Concerning the competitor's ISAF Class eligibility under the Classes' Constitution or Regulations (or equivalent thereof), or
- (iii) Concerning the competitor's ISAF or other eligibility under the Constitution, By-laws, Regulations, Rules, governing document of any kind made, adopted or acknowledged by any governing body or authority in respect of:
 - 1. any Special Event as defined in the definition section of the ISAF regulations, and
 - 2. without limiting the generality of 77(ii) above, Events of Classes as defined in the definition section of the ISAF Regulations.
- (iii) any appeal which an ISAF Race Official or ISAF Representative is entitled to make under Regulation 51.

In these Articles, the ISAF Regulations and any sailing activities governed by them, eligibility means the status required to enter events as generally set out in ISAF Regulation 19, the Eligibility Code or in any Class or Event governing documents which are of a similar nature and intent.

78. Procedure

The Review Board shall establish its own rules and procedure. The Board may require those applying or requesting a review or causing costs of the Board or one of its panels to exceed normal costs to pay such fee as it may determine.

A copy of the rules and procedure of the Review Board as adopted from time to time shall be furnished promptly to each National Authority.

79. Decisions of the Review Board:

- (a) Shall be by simple majority,
- (b) May confirm, revise, modify or annul the decision which is the subject of the appeal, or order the body that made the decision to hear or rehear the case. Except in a case which is the subject of an appeal in accordance with Article 80, its decision shall be final and binding upon all bodies that are subject to the Federation's Articles, Regulations, and Rules and upon any competitors or persons to whom they apply.

80. Appeal of a Review Board Decision

Notwithstanding Article 79, there shall be an appeal by any of the parties from any decision of the Review Board:

- (a) In any case involving accredited Olympic Competitors, in which the Court of Arbitration for Sport has properly established its jurisdiction under the Olympic Code for Sports,
- (b) In any other case in which a competitor consents to the jurisdiction of the Court of Arbitration for Sport in respect of the appeal.

INTERNATIONAL AND RECOGNIZED CLASS ASSOCIATIONS, AFFILIATE MEMBERS AND AUTONOMOUS CONSTITUENT ORGANIZATIONS

- 81. One representative of each ICA member and each affiliate member shall be entitled to attend and speak on behalf of his class or organization at Meetings of the General Assembly, but shall not be entitled to vote.
- 82. ICA members, affiliate members and autonomous constituent organizations shall be entitled to such representation on committees as may be specified in the Regulations made by the Council from time to time.

OFFICERS AND OFFICERS OF HONOUR

- 83. The Officers of the Federation shall consist of the President and the seven Vice-Presidents, two of whom shall be women. They shall be ex-officio members of all committees of the Federation and shall be entitled to vote on committees to which they have been appointed by the Council.
- 84. The Officers shall be elected by the General Assembly at its Ordinary Meetings and shall hold office until the election of their successors at the next Ordinary Meeting of the General Assembly and shall be eligible for re-election save as provided by Article 71.
- 85. Subject to Article 83 any person active in yachting shall be eligible for election to the office of President or Vice-President whether or not he is a delegate to the General Assembly or a member of the Council.
- 86. On a proposal made by the President, the General Assembly may, as a mark of respect or of appreciation for past services to the Federation, elect any distinguished yachtsman to an Office of Honour. Offices of Honour may include that of President of Honour, or Vice-President of Honour, or such other title of Honour as the General Assembly may at the time of the election prescribe.

87. Unless otherwise prescribed by the General Assembly at the time of the election a yachtsman elected to an Office of Honour shall hold such Office for the remainder of his life.
88. An Officer of Honour shall be entitled to attend and to participate in the deliberations of all meetings of the General Assembly, the Council and its committees, but he shall not be entitled to vote unless specifically appointed to a committee.
89. On the election of the President or of a Vice-President or of a delegate to the General Assembly or of a member of the Council to an Office of Honour he shall be deemed to have retired from the office or position in the Federation previously held by him.

SECRETARY GENERAL

90. Subject to the provisions of the Acts the Secretary General shall be appointed by the Executive Committee for such time at such remuneration and upon such conditions as it may think fit, and any Secretary General so appointed may be removed by it. The provisions of section 19 Companies Act 1982 shall apply and be observed. The Executive Committee may from time to time by resolution appoint an assistant or deputy Secretary General, and any person so appointed may act in place of the Secretary General if there be no Secretary General or no Secretary General capable of acting.
91. Subject to the supervision of the Executive Committee the Secretary General shall be responsible for the maintenance of a secretariat adequate to deal with the affairs of the Federation. The Secretary General shall cause proper minutes to be kept of all proceedings of the General Assembly, the Council and other committees.

DIVISIONS AND SECTIONS

92. (a) The Council may establish Divisions or Sections of the Federation comprising members having an interest in a particular form of sailing or in an activity associated with any form of sailing. Any such Division or Section shall be constituted and its affairs shall be conducted in accordance with Regulations made by the Council under Article 43. Such Regulations shall define the functions of the Division or Section and may make provisions concerning such matters as:
 - (i) the election of a Divisional or Sectional Council;
 - (ii) the election of a Chairman and other officers of the Division or Section;
 - (iii) the finances of the Division or Section.
- (b) The Council shall not delegate to a Division or Section any function the exercise of which would derogate from the rights of the Full Members of the Federation.
- (c) The Council may if it thinks fit require members of a Division or Section to pay an additional subscription to meet the costs of the Division or Section.
- (d) The Council may dissolve any Division or Section at any time, subject to full prior consultation with its members.

ACCOUNTS

93. The Council shall cause accounting records to be kept in accordance with the requirements of the Acts.
94. The accounting records shall be kept at the Office, or, subject to the provisions of the Acts, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Officers of the Federation.
95. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Federation or any of them shall be open to the inspection of members not being officers of the Federation, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Federation except as conferred by statute or authorized by the Council or by the Federation in General Meeting.
96. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Acts lay before the Federation an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Federation together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notice of General Meetings in accordance with section 11 Companies Act 1982 in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 15 Companies Act 1982.

AUDIT

97. In accordance with the provisions of the Acts once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
98. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

THE SEAL

99. (a) The seal of the Federation shall not be affixed to any instrument except by the authority and in the presence of at least two members of the Executive Committee and of the Secretary General, and the said members and Secretary General shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

- (b) The Federation may exercise the powers conferred by the Act
 - (i) with regard to having an Official Seal for use abroad and such powers shall be vested in the Council; and
 - (ii) to dispense with the need for a Seal pursuant to Section 29A Companies Act 1931.

NOTICES

- 100. A notice may be served given by the Federation upon any member or members of the Council, either personally or by sending it by post, telex, facsimile or e-mail to him at his registered address or to the address or electronic address, if any, supplied by him to the Federation for the giving of notices to him. Notices sent by telex, facsimile or e-mail shall be deemed to have been effected immediately.
- 101. Any notice, if served by post, shall be deemed to have been served on the seventh day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class airmail letter.

WINDING UP

- 102. If upon winding up of the Federation there remains, after the satisfaction of the Federation's debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Federation but be transferred by way of gift to some other institution or institutions which in the opinion of the Council (subject to the approval of the Full Members obtained at a meeting of the Full Members called for such purpose prior to a winding up of the Federation) has objectives similar to those of the Federation and which institution or institutions shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as those restrictions place upon the Federation by virtue of the provisions of Article 57. In so far as effect cannot be given to the provisions of this Article 102 by want only of a suitable institution to receive the said property, such property shall be distributed to any institution selected by the Council which would be regarded under the law of the Isle of Man as being charitable in nature.

INDEMNITY

- 103. Every member of the Council or other officer of the Federation shall be entitled to be indemnified out of the assets of the Federation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Federation in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 151(a) Companies Acts 1931. The Council shall have power to purchase and maintain for any member of the Council, officer or auditor of the Federation insurance against any such liability as is referred to in Section 151(a) Companies Acts 1931.

SCHEDULE A (Article 42)
Groups of National Authorities

	Group	Nominating Authorities (ISAF Full Members)	Numbers to be nominated to Council
A	United Kingdom Ireland	Royal Yachting Association Irish Sailing 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 Lithuanian Yachting Union Macedonian Sailing Association of the Former Yugoslav Republic of Macedonia Moldovian Yachting Federation Montenegro Sailing Federation Polski Zwiasek Zeglarski Romanian Sailing Federation Serbian Sailing Federation Sailing Federation of Ukraine Yachting Union of Latvia	2
D	South Europe	Cyprus Yachting Association Federation Francaise de Voile Federation Libanaise de Yachting Italian Sailing Federation Federazione Sammarinese Vela Hellenic Yachting Federation Israel Yachting Association Malta Sailing Federation Turkish Sailing Federation Yacht Club de Monaco	3 seats <i>temporarily</i>
E	Iberian Peninsula	Federacao Portuguesa de Vela Federacio Andorrana de Vela Real Federacion Espanola de Vela	1
F	Low Countries	Federation Luxembourgeoise de Voile Federation Royale Belge du Yachting Koninklijk Nederlands Watersport Verbond	1
G	Scandinavia	Danish Sailing Association Estonian Yachting Union Finnish Sailing Federation Icelandic Sailing Association Norwegian Sailing Federation Swedish Sailing Federation	2
H	Euro-Asian	Kazakhstan Sailing Federation Russian Yachting Federation Sailing Federation of Azerbaijan	1

CONSTITUTION

	Group	Nominating Authorities (ISAF Full Members)	Numbers to be nominated to Council
		Yacht Racing Federation of Kyrgyz Republic	
I	Africa and Middle East	Bahrain Maritime Sports Association Egyptian Sailing and Water ski Federation Federation Algerienne de Voile Federation Royale Marocaine de Yachting a Voile Federation Tunisienne de Voile Kuwait Sea Sport Club Libyan Sailing Federation Ministry of Sports Affairs in Oman Palestine Sailing Federation Qatar Sailing and Rowing Federation UAE Marine Sports Federation	1
J	East Asia	Chinese Taipei Sailing Association Chinese Yachting Association Guam Sailing Federation Hong Kong Sailing Federation Japan Sailing Federation Korean Sailing Association Philippine Sailing Association	2
K	South and Central Asia	Yachting Association of India Indonesia Sailing Federation Malaysian Yachting Association Myanmar Yachting Federation Pakistan Sailing Federation Singapore Sailing Federation Yachting Association of Sri Lanka Yacht Racing Association of Thailand	1
L	South West Pacific	Federation 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 Yachting Association Yachting Australia Inc. Yachting New Zealand Vanuatu Sailing Association	2
M	South & West South America	Federacion Argentina de Yachting Federacion Chilena de Navegacion a Vela Federacion Ecuatoriana de Yachting Federacion Peruana de Vela Yacht Club Uruguayo	1
N	Central & East South America	Confederacao Brasileira de Vela e Motor Yacht Club Ypacarai (Paraguay)	1
O		Antigua Sailing Association Asociacion Nacional de Navegacion a Vela (Guatemala) Bahamas Sailing Association Barbados Sailing Association Inc. Bermuda Sailing Association Cayman Islands Sailing Club Federacion Colombiana de Vela	2

	Group	Nominating Authorities (ISAF Full Members)	Numbers to be nominated to Council
		Federacion de Vela de Puerto Rico Federacion Dominicana de Vela Federacion Mexicana de Vela Federacion Nautica de Cuba Federacion Venezolana de Vela Grenada Sailing Association Inc. Jamaica Yachting Association Netherlands Antilles Sailing Federation Royal British Virgin Islands Yacht Club St. Lucia Sailing Association Salvadorean Sailing Federation Trinidad and Tobago Sailing Association Virgin Islands Sailing Association (US)	
P	North America	Canadian Yachting Association US Sailing	3
Q	Africa – South of the Sahara	Federacao Angolana de Vela Kenya Yachting Association Mauritius Yachting Association Namibia Sailing Association Sailing Association of Zimbabwe Seychelles Yachting Association South African Sailing Federation Senegalaise de Voile	1

**SCHEDULE B (ARTICLE 28)
PROVISIONS RELATING TO GENERAL MEETINGS**

1. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Full Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
2. The President of the Federation shall preside as Chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Full Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some representative of a Full Member who shall be present to preside.
3. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Full Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
4. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by electronic voting system as determined by the Chairman, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five Full Members present in person or by proxy, or by a Full

CONSTITUTION

Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Full Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at any time up until the ballots are handed over to the scrutineers for counting.

5. Subject to the provisions of paragraph 6, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
6. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
7. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
8. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
9. Subject to the provisions of the Acts, a resolution in writing signed by the duly authorized representatives of all the Full Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Federation duly convened and held.
10. Every Full Member shall have one vote.
11. Save as herein expressly provided, no member other than a Full Member duly registered, which shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of its membership, shall be entitled to vote on any question either personally or by proxy at any General Meeting.
12. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision thereon shall be final and conclusive.
- 13.1 Votes may be given on a poll either personally or by proxy. A proxy need not be a member of the Federation.
- 13.2 A corporation may vote by its duly authorized representative appointed in accordance with the provisions of section 115 of the Companies Act 1931.
14. The instrument appointing a proxy shall be in writing under the hand of the appointor or its attorney duly authorized in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorized in that behalf.
15. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to

vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the person so named shall not be entitled to vote in respect thereof. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

16. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
17. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

'We, _____ ,
'of _____ ,
'a Full Member of the Federation, _____ ,
'hereby appoint _____ ,
'of _____ ,
'and failing him, _____ ,
'of _____ ,
as our proxy to vote for us on our behalf at the '[Annual/Extraordinary] General Meeting
of the
'Federation to be held on _____ 20 _____ ,
'and at any adjournment thereof.
'Signed on _____ 20 _____ .'

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CONSTITUTION

Names and addresses
Of subscribers

Signatures

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

For an on behalf of Fort Street Nominees Limited

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

For and on behalf of Jordan Nominees (I.O.M.) Limited

Dated: 28 June 1996

Witness to the above signatures: Lorna Doyle
3rd Floor, Celtic House, Victoria Street
Douglas, Isle of Man, IM1 2SJ