

Proposed Changes to ISAF Articles

A paper from the Chairman of the Constitution Committee

Introduction

Amendments to the Constitution can be made at any Annual General Meeting, but it is normal for them to be proposed at the General Assembly. In order to be so proposed they have to be set out in the Notice of Meeting, which must be given and served on all Full Members (the Member National Authorities) and other people entitled to attend the General Assembly at least 21 days before the start of the meeting.

The Board of Directors of the International Sailing Federation Limited is Council and in that capacity should approve any such proposals.

Apart from substantive changes, which will be the subject of separate submissions or papers, there are some discrepancies in the Constitution which need to be addressed. In addition there are one or two items that need to be considered and a decision made as to whether they should be excluded or not.

The changes which I recommend are listed below and each has been assigned a number. I also refer to the number of the Article in the Constitution to which they relate.

Proposed Changes

1. The Definitions, Article 4(e) and Article 33(c)(ii) and elsewhere – Autonomous Constituent Organization (ACO)

In November 2006, Council approved Submission 038-06 and approved that membership for ACOs should be abolished. The reference to that type of membership needs to be removed from the Constitution.

Recommendation

That the reference in the definitions, Article 4(e) and references throughout the constitution to 'Autonomous Constituent Organization' be deleted.

2. The Definitions and Article 37 – Voting Percentages

There is a serious inconsistency between the definition of 'Special Resolution' and the provisions for amendment of the constitution in Article 37. An amendment to the Constitution requires under the law of the Isle of Man a 75% majority. It would appear therefore that there is a discrepancy in Article 37 which needs amendment.

Recommendation

That, in Article 37, the words 'two-thirds' be replaced with 'three quarters'.

Note: This is subject to confirmation from ISAF's Isle of Man legal counsel.

3. Articles 5(f)(ii) and 17.1 - Individual Members

In May 1999, Council approved that Individual Membership is no longer available. Unless there is an intention to re-institute it, it would be sensible to remove reference from the Articles.

Recommendation

That article 5(f)(ii) be deleted and references throughout the Constitution to 'individual members' be deleted.

~~5. (f) (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.~~

4. Article 14 – Cancellation of Membership

In the last four years ISAF Event Management Limited has been formed. It seems reasonable that if payments to any company which is a subsidiary of the Federation company should be included and the proposed amendment deals with the issue that way. It also deletes the references to the predecessor companies. ISAF formally started operating in 1996 and any debts due to its predecessor have presumably either been paid or written off.

Recommendation

Amend Articles 14(a) and 14.1(a) as follows:

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~~ **any of its subsidiaries and associated companies** 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.*

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~~ **any of its subsidiaries and associated companies** 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.*

5. Article 40.2 – The Council

The article is numbered wrongly and should be just Article 40. It is also not very clear and could do with re-drafting. In addition, the Secretary General is unable to comply with certain requirements of the Isle of Man Companies Registry unless certain forms are completed by members in their capacity as directors of the company.

Recommendation

Delete the existing Article 40.2 and insert a new Article 40 as follows:

~~40.2 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.~~

40.1 Members of Council will be appointed as follows:

- (a) as a result of their election as President or Vice-President;**
- (b) in accordance with Article 42(a);**
- (c) under Article 39.1(d), (e), (f) or (g) in which case the appointment 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.**

40.2.2 Members of the Council shall not be entitled to take their seats in Council or join in any vote or other business of Council (except at the meeting at the conclusion of each Ordinary Meeting of the General Assembly) until they have delivered to the Secretary General such documents as shall be required by him in order to enable ISAF to comply with the requirements of the Government of the Isle of Man as to the registration of directors.

40.2.3 Members of the Council appointed at an Ordinary General Assembly Meeting shall hold office until the next following Ordinary General Assembly Meeting.

6. Article 77(b) - Review Board

The Review Board is also now referred to in Regulations 33.23 and 34.12 and these regulations should be referred to. I have suggested to the Chairman of the Review Board that it should be given a more general appeal function and he may want to propose changes in November.

Recommendation

Amend Article 71(b)(iv) as follows:

- (iv) any appeal which an ISAF Race Official or ISAF Representative is entitled to make under Regulations 33.23, 34.12 and 51.**