

Minutes from the Annual General Meeting of the International Sailing Federation
Limited Company Number: 079772C



The Annual General Meeting of the Full Members of the above named Company was held on 14 November 2015 at 17:20hrs at the Kempinski Hotel, Haitang Bay, Sanya, China

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The President, Carlo Croce (ITA), was the Chairman

1. Opening of the Meeting

(a) Opening Remarks

The President welcomed everyone to Sanya and apologised for the late start of the Annual General Meeting.

(b) Roll Call

Chief Executive Officer, Peter Sowrey, conducted a roll call and it was confirmed that in accordance with Article 27.1 a quorum was present with 41 members in attendance:

| Code | Member | Representative |
|-------------|--|------------------------------|
| ALG | Federation Algerienne de Voile | Mohammed Atbi |
| ARG | Federacion Argentina de Yachting | Pablo Masseroni |
| AUS | Yachting Australia Limited | David Tillett |
| AUT | Austrian Sailing Federation | Georg Fundak |
| AZE | Sailing Federation of Azerbaijan | Ahmad Ismayilov |
| BUL | Bulgarian Sailing Federation | Kamen Fillyov |
| CAN | Sail Canada | Peter Hall |
| CHN | Chinese Yachting Association | Zhou Chang Cheng |
| COK | Sailing Cook Islands Inc | Anne Tierney |
| CYP | Cyprus Sailing Federation | Totos Theodosiou |
| DEN | Danish Sailing Association | Hans Natorp |
| DOM | Federacion Dominicana de Vela, Inc. | Hector Duval |
| EGY | Egyptian Sailing & Water Ski Federation | Eng.Amr Aboelsaoud |
| ESP | Real Federacion Espanola de Vela | Julia Casanueva San Emeterio |
| EST | Estonian Yachting Union | Ott Kallas |
| FRA | Fédération Française de Voile | Bernard Bonneau |
| FIN | Finnish Sailing and Boating Federation | Kurt Lönnqvist |
| GBR | Royal Yachting Association | Sarah Treseder |
| GER | Deutscher Segler-Verband | Andreas Lochbrunner |
| HUN | Hungarian Yachting Association | George Wossala |
| IND | Yachting Association of India | Malav Shroff |
| IRI | Iran Canoeing, Rowing & Sailing Federation | Gholamreza Amini |
| IRL | Irish Sailing Association | John Crebbin |

| | | |
|-----|---|-----------------------------|
| ISL | Icelandic Sailing Association | Ulfur Helgi Hrobjartsson |
| ISR | Israel Sailing Association | Nino Shmueli |
| ITA | Italian Sailing Federation | Glauco Valerio Briante |
| JPN | Japan Sailing Federation | Toru Iribe |
| LAT | Yachting Union of Latvia | Ansis Dale |
| NED | Koninklijk Nederlands Watersport Verbond | Rob Franken |
| NOR | Norwegian Sailing Federation | Tor Moinichen |
| NZL | Yachting New Zealand | Jan Dawson |
| POL | Polish Yachting Association | Tomasz Chamera |
| POR | Federacio Portuguesa de Vela | Antonio Jose Motta Viega |
| RSA | South African Sailing | Philip Baum |
| RUS | Russian Sailing Federation | Yana Dobzhitskaya |
| SIN | Singapore Sailing Federation | Andrew Aaron Tam |
| SLO | Slovenian Sailing Federation | David Antončič |
| SUI | Swiss Sailing | François Schluchter |
| SWE | Swedish Sailing Federation | Annika Ekman |
| UKR | Sailing Federation of Ukraine | Rodion Luka |
| URU | Yacht Club Uruguayo | Winthrop Scott Perry |

(c) Apologies

There were no apologies received.

2. Minutes of the Previous Annual General Meeting

The minutes of the Annual General Meeting of 8 November 2014 were noted.

Sarah Treseder (GBR) referred to Item 5(b) of the minutes and advised that it is against the IOC Principle 6 of Discrimination to exclude sexual orientation from the list of characteristics that ISAF will not discriminate against.

The Executive Committee noted the issue and agreed to bring forward a submission next year.

3. Reports

(a) To receive the President's Report

The President formally introduced Peter Sowrey, Chief Executive Officer, to the AGM delegates.

At the last AGM the President spoke of the continuation of modernisation of ISAF which will be continued in this meeting with the special resolution to change the name of ISAF to World Sailing. This is not just a name change but a way to signify that things are changing and progressing. Our mission statement is "A Sport for Life". We are making great efforts towards creating a governing body with more transparency, better communication, stronger governance and better accountability. This is a natural progression and hopefully there will be support for the special resolution.

There will also be some very important decisions regarding amendments to Articles that have been approved by Council that will also need to be considered today.

(b) Finance

- i) Vice-President W. Scott Perry reported that finances of the Federation are in good shape and reported no concerns to the meeting. The audited Consolidated Accounts of the International Sailing Federation for the period 1 January 2014 to 31 December 2014 received no comments.

- ii) Auditors to the Company

Decision

Haysmacintyre of Southampton House, 317 High Holborn, London WC1V 7NL, United Kingdom were unanimously elected as auditors to the Company to hold office until the conclusion of the next Annual General Meeting.

- iii) To authorise the Executive Committee to fix the remuneration of the auditors.

Decision

The Executive Committee were unanimously authorised to fix the remuneration of the auditors.

4. Review

- (a) Member Applications

The applications for Full Membership since the Annual General Meeting of November 2014 were noted. There are two new Full Members and one new Associate Member.

The new Full Members are:

- Nicaraguan Federation of Sailing
- St Vincent and the Grenadines Sailing Association

The new Associate Member is:

- Anguilla Sailing Association

The President confirmed that there are now 141 members in total.

- (b) ISAF Championships

Decision

The proposed programme of 2016 ISAF Championships was noted. The Sailing World Cup in Melbourne had been omitted. See Appendix 1 for the complete list.

- (c) ISAF Regulations

A summary document with details of changes to the Regulations made or amended in any substantive way by the Council since Annual General Meeting of 8 November 2014 was circulated around the table.

Decision

All Regulations made or substantively amended, and approved by Council, since the last Annual General Meeting were unanimously approved. It was noted that Submission 049-15 was rejected by Council and was not therefore considered by the meeting.

5. Special Business – Change of Name

The meeting considered as special business the following special resolution:

“THAT the name of the Company be and is hereby changed to “World Sailing Limited””.

Decision

The resolution was approved (40 in favour, 1 reject).

6. Special Resolutions

The meeting considered the following special resolutions to amend the Articles of Association of the Company in accordance with decisions made by the ISAF Council at the Annual Conference 2015:

- (a) Special Resolution 1 – Deferred Submission 003-14

Amend Article 38 as follows:

38. Members of the Council appointed to serve at, or at the time of, an Ordinary General Assembly Meeting shall hold office until the next following Ordinary General Assembly Meeting, **a successor is appointed pursuant Article 40(f)** or they cease office.

Amend Article 40 (c) as follows:

- (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 40(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.

Add a new Article 40 (f)

- (f) If a gG Group of Member National Authorities decides to appoint a successor for the Council member they appointed under Article 40 (a), the new Council member he shall be appointed or elected by a 75% majority of the group in accordance with Article 40, except that and the new appointment shall be notified to the Chief Executive Officer and shall be valid only when received at least two weeks before the next Council meeting.**

Decision

Special Resolution 1 was approved.

- (b) Special Resolution 2 – Submission 001-15

Proposal 1

Amend Article 13 as follows:

13. An ICA member or Affiliate Member of the Federation shall not be entitled to any benefits, **including the right to hold a World Championship or to be selected for an ISAF event** while its or his subscription is in arrears.

Proposal 2

Amend Article 14.1 as follows:

~~**14.1(a) Substitute: three months for “a year”.**~~

- 14.1 (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 any of its subsidiary or associated companies for ~~a year~~ **three months** or more, and having been warned to make payment at least 30 days previously, and the Chief Executive Officer having so certified in writing, the Executive Committee may by a majority vote suspend or The Council may by majority vote cancel the membership in the Federation of a Member National Authority with immediate effect.

Decision

Special Resolution 2 was unanimously approved.

- (c) Special Resolution 3 – Submission 002-15

Delete Article 75 of the Constitution and replace as follows:

75 The Election Committee shall be appointed by the Annual General Meeting at its meeting in the year prior to the next ordinary meeting of the General Assembly and on the nomination of the Executive Committee. The Election Committee shall have not more than five members.

Decision

Special Resolution 3 was unanimously approved.

- (d) Special Resolution 4 – Submission 003-15

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|---|--------|---|-----------------------|
| 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 | 1 2 |
|---|--------|---|-----------------------|

Decision

Philip Baum (RSA) declared a conflict of interest and abstained. Special Resolution 4 was approved (40 in favour, 0 reject, 1 abstains)

- (e) Special Resolution 5 – Submission 005-15

Insert new Regulation 4.5:

4.5 The Election Committee shall require candidates for election to provide information for publication about their candidacy in such form as the Election Committee may from time to time require (which may include a manifesto and/or standard questionnaire concerning the candidates' experience, expertise and policies). Failure to provide such information shall not disqualify a candidate from election, but the Election Committee may publish a notice that the candidate has not complied with its requirements.

Decision

Special Resolution 5 was unanimously approved.

- (f) Special Resolution 6 – Submission 018-15

REVIEW JUDICIAL BOARD

77. Constitution of the ~~Review~~ Judicial Board

- (a) There shall be a ~~Review~~ Judicial 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~~ Judicial Board shall consist of a Chairman, Vice-Chairman and ~~not less than ten and not more than twenty five~~ three other members.
- (b) The ~~Review~~ Judicial Board shall, for the purpose of deciding ~~matters~~ cases referred to the Board, operate by ~~review~~ independent 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~~ in accordance with the Regulations, ~~or in his absence the Vice Chairman.~~ No member of the Board shall sit on a panel considering a case.

78. Membership

In appointing members to the ~~Review~~ Judicial Board, the Council should note the following requirements:

- (a) Members shall be proficient in the English language,
- (b) ~~At least one third of the Mm~~ 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.

79. Authority and Functions

79.1 The ~~Review~~ Judicial Board will decide on cases brought by any person or organization where these Articles or the Regulations specifically authorize that person or organization to bring such a case before the Board.

79.2 The Judicial Board may confirm, revise, modify or annul any decision which is the subject of an appeal, or order a body that made a decision to hear or rehear a case.

79.3 Except in a case which is the subject of an appeal in accordance with Article 81, decisions of the Judicial Board 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.

~~**79.1 As to questions of Eligibility**~~

- ~~(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; and~~
- ~~(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, the Equipment Rules of Sailing; or the Constitution, Regulations or Rules adopted by International Classes and Recognised Classes designated as such in accordance with the Regulations; and~~
- ~~(c) Any appeal which a competitor is entitled to make to the Review Board concerning:~~
 - ~~(i) the Competitor's ISAF Eligibility under the Regulations, the Racing~~

~~Rules of Sailing and the Equipment Rules of Sailing, 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 or governing documents of any kind made, adopted or acknowledged by any governing body or authority in respect of any Special Events or Class Events as defined in the Regulations.~~

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

~~79.2 Generally, any appeal by any person or organization where these Articles of the Regulations specifically authorize that person or organization to make such an appeal.~~

80. Procedure

The ~~Review~~ **Judicial** 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.

~~81. 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 82, 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.~~

81. Appeal of a **Review Judicial** Board Decision

Any right of appeal by any of the parties from any decision of the Judicial Board shall be set out in the Regulations.

~~Notwithstanding Article 81, there shall be a right of 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.~~

Decision

Special Resolution 6 was unanimously approved.

- (g) Special Resolution 7 – Submission 049-15

As Submission 049-15 was rejected by the ISAF Council, the resolution was withdrawn with the consent of the meeting.

7. Ordinary Business

Submission 048-15 – Submission by Federação Portuguesa de Vela under Article 28(d) to the Annual General Meeting was withdrawn and was therefore not considered at the AGM.

8. Date of Next Meeting

The meeting was informed that the intended date of the next Annual General Meeting and the General Assembly in 2016 will be Saturday 13 November 2016 (subject to formal notice).

9. Any Other Business

(a) Philip Baum – RSA

Philip Baum (RSA) raised the importance of World Sailing doing business in a fair and transparent way with mutual trust between all stakeholders in the sport. He felt that reputational fallout could affect MNAs and sailors in their own fund raising efforts. This would result in a diminution of the sport especially in smaller countries where there was a heavy dependence on government funding.

(b) Council Appointments Procedure

Members were reminded of the revised Council appointments procedure set out in Article 40 and of the need to submit nominations within the timeframes set. The Secretariat will send reminders of the process during 2016.

2016 ISAF CHAMPIONSHIPS

| | | | |
|--|------------|------------|---------------------------|
| ISAF Sailing World Cup | 07/12/2015 | 13/12/2015 | Melbourne (AUS) |
| ISAF Sailing World Cup | 23/01/2016 | 30/01/2016 | Miami (USA) |
| ISAF Sailing World Cup | 25/04/2016 | 01/05/2016 | Hyerres (FRA) |
| ISAF Sailing World Cup | 06/06/2016 | 12/06/2016 | Weymouth & Portland (GBR) |
| ISAF Sailing World Cup | 12/09/2016 | 18/09/2016 | Qingdao (CHN) |
| ISAF Sailing World Cup | 24/10/2016 | 28/10/2016 | Abu Dhabi (UAE) |
| ISAF Women's Match Racing World Championship | 21/09/2016 | 23/09/2016 | Sheboygan (USA) |
| ISAF Youth Match Racing World Championship | 13/06/2016 | 18/06/2016 | New Caledonia (FRA) |
| ISAF Youth Sailing World Championship | 27/12/2016 | 03/01/2017 | Al Mussanah (OMA) |
| Para World Sailing World Championship | 24/05/2016 | 28/05/2016 | Medemblik (NED) |
| Blind Sailing World Championships | 07/09/2016 | 18/09/2016 | Sheboygan (USA) |