

**Board of Directors of ISAF to be Elected by Council**

A submission from the International Lightning Class Association

**Proposal**

That the Articles and Regulations be amended as below.

That the Constitution Committee be directed to draft the necessary formal Resolutions to effect this change to the Constitution, and that such Resolutions be submitted to the next General Meeting.

Amend the ISAF Constitution as follows;

**Definitions**

**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 Council

~~The Board of Directors for the time being of the Federation.~~  
**As defined in sections 39.1 to 42.**

**The Board of Directors**

**As defined in section X.**

**X. BOARD OF DIRECTORS**

**The Board of Directors of the Federation shall be elected annually by the members of the Council at the Council's November Annual Meeting starting in 2010 and thereafter every year.**

**The Board of Directors shall consist of nine Directors.**

**Candidates for members of the Board of Directors shall be members of the Council at the time of their election to the Board of Directors.**

**Any two or more Council members may nominate any other Council member as a candidate for Director at the Council's Annual meeting.**

**Each Council member in person shall be entitled to nine votes for Director and shall be required vote for nine different candidates for Director. No appointment of proxies is permitted except a duly qualified alternate Council member may vote instead of the Council member.**

**In the event of an equality of votes for the last position or positions on the Board of Directors, a subsequent vote between those who received an equality of votes shall be held to decide the final position or positions. In this case, each Council member in person or alternate as above shall be entitled to the same number of votes as there are unfilled positions on the Board of Directors, and each Council member in person shall be required to vote for that same number of different candidates for Director.**

**A Council member may be elected as Director to fill any casual vacancy in the membership of the Board of Directors by a simple majority of votes cast by the remaining members of the Board of Directors. Any person so appointed shall remain a member of the Board of Directors until the commencement of the next following Annual Meeting of the Council, but shall be eligible for nomination and election as a member of the Board of Directors at that Annual Meeting.**

**Quorum for the Board of Directors shall be six members.**

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) a resolution for the election or removal of a member of the Board of Directors; 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.**

**(iii) 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.**

These changes to the constitution shall be brought forward to be voted on at the next General Assembly to be convened in November 2010.

#### Current Position

As above and as ISAF has operated as those members of Council comprise the Directors.

#### Reason:

Currently Council is the Board of Directors of ISAF and has the ultimate responsibility for ISAF. Under Isle of Man law the Board of Directors is the body which is ultimately responsible for managing the affairs of the ISAF. This is how we have operated very successfully for many years. Changing the Board of Directors size and composition will have many possible ramifications on how our sport is managed. As under law the new smaller Board of Directors will be above the Council in authority it is imperative that this power be carefully balanced with Council's traditional role.

As the Council is made up of many representatives of the MNA's and sailors as well as the Executive it is important that this multi faceted representation be maintained in the revised management of our affairs. If the ultimate responsibility for ISAF is to be changed by making a body supplanting the authority of the current council and is to be vested in a new smaller body it is important that the new body have the confidence and support of the whole council and its constituent sailors.

The best way to maintain this continued support and representation of all the constituents is to ensure that the Council, which fully represents the interests of all the MNA's and sailors, is the body that elects the Board of Directors.

In order to ensure that the new smaller Board of Directors has the confidence of the Council and hence the MNA's and sailors on an ongoing basis it is important that these elections are held every year.

This resolution is being put forward in order that the constitution will be changed at the next General Assembly. It is normal that the Board of Directors proposes amendments to the ISAF constitution for consideration by the General Assembly. These changes or any other changes to the constitution must be passed at the General Assembly.