

World Sailing Constitution

Powers of Board and Council - Article 41

A submission from the Federacion Mexicana de Vela, St Kitts and Nevis Sailing Association, Trinidad and Tobago Yachting Association, Virgin Islands Sailing Association, and the International Lightning Class Association

Purpose or Objective

To return the control and therefore the direction of World Sailing back into the hands of the Council, and the various committees who come from and are directly responsible to competitive racing sailors by AMENDING the Constitution approved at the November 2017 AGM.

Proposal

POWERS OF THE COUNCIL

41. The Council shall be responsible for:

- (a) subject to the powers of General Meetings, consideration ~~considering~~ and determining the policy and strategic priorities of the Federation shall be the decisions of Council and shall implemented by the Board, Executive Committee or President and shall not be overruled; ~~having considered the recommendations of its committees, the Board and Executive Office; and~~
- (b) managing the sport of Sailing including, notwithstanding the Powers of the General Assembly, the receiving, consideration, and determination of policy; and

~~promoting and (subject to Article 68) carrying out the aims and objects of the Federation, and shall have all necessary powers of the Federation to discharge such responsibilities, save for those powers that by the Act or by these Articles are required to be exercised by, or under the direction of, the Board (including those matters set out in Article 68) or at a General Meeting, and subject to:~~
 - ~~(i) any Regulations in force that have been reviewed by the General Assembly;~~
 - ~~(ii) the provisions of the Acts;~~
 - ~~(iii) 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.~~
- (c) electronic voting may be authorized only in case of emergency, only by a majority vote of Council and only if there is not a forum present for a meeting. All issues are to be openly debated by a full, duly constituted meeting of Council.

Note: Given the changes to 41, to be consistent, here are included the following changes to Articles 1.1, 64.1, 67, 67.1, 68, 71, and 88:

1.1 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 Board The **executive** board of directors of the Federation.

- 64.1 The Chief **Operating Executive** Officer has the right to attend and speak at all meetings of the Board, **except that the Chief Operating Officer may be excused when the Board reviews or discusses the performance or recommendations of that Chief Operating Officer.**
67. The Board shall meet at least quarterly and at such other times as the President may decide. The Board may also meet by conference call or other audio-visual means **as long as a super quorum of 75% is present.** Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit.
- 67.1 The Board may pass a resolution in writing which shall be valid and effective as if it had been passed at a duly convened and held meeting of the Board provided that it is sent to all directors entitled to receive notice of a meeting and **a super majority of 75%** ~~more than half~~ of all the directors have signified their agreement to it.
68. The Board **of Directors shall consist of the President and seven Vice-Presidents, and shall constitute the Executive Committee of the Federation** ~~is a non-executive board of directors~~ and:
- (a) shall be responsible the implementation of the policy decisions of Council, **and for taking all management and operational decisions on behalf of the Federation.**;
 - (b) shall propose to Council the strategic priorities of the Federation for its approval;
 - (c) shall supervise the work of the Chief **Operating Executive** Officer and **Federation Staff Executive Office** and has final responsibility for the corporate and financial affairs of the Federation;
 - (d) may seek such advice as it considers appropriate;
 - (e) shall work in close collaboration with the chairmen of committees established by the Council;
 - (f) shall, following each **Executive Committee Board** meeting, distribute a memorandum of the meeting's decisions to the National Authorities, members of the Council and committee chairmen; and
 - (g) shall, **in all its actions and deliberations as the Executive Committee,** report regularly to Council and General Meetings
71. The Board may delegate any of its powers to:
- (b) the Chief **Operating Executive** Officer and the **Federation Staff Executive Office** subject to such conditions as it may impose (which may revoked or varied).
88. Subject to the supervision of the Board, the Chief **Operating Executive** Officer shall be responsible for the ~~management and~~ operations of the Federation and the maintenance of the **Federation Staff Executive Office of the Federation**, which shall be adequate to deal with the affairs of the Federation.

Current Position

As above.

Reasons

1. The current 2017 Constitution has allowed financial policies, decisions and actions that have resulted in World Sailing approaching insolvency.
 2. The current 2017 Constitution has allowed the managerial policies, decisions and actions that have changed the governance of World Sailing from bottom up control constituted to be of service to the sport of competitive Sailing to a top down control with its major focus on a commercial corporate strategy of global marketing and sponsorship.
 3. The current 2017 Constitution has allowed policies, decisions and actions that ignore and contravene the large interests of the competitive sailors that it was meant to and must serve. It has turned the sailors it was constituted to serve into a commodity to be marketed and sold.
 4. It is essential that World Sailing Governance AMEND the Constitution approved at the November 2017 AGM ensuring that the sport of competitive sailing is governed by the traditional foundations based on Member National Authorities, Continental Associations, International Classes and Sailing Clubs and the racing sailors who comprise them.
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