World Sailing Constitution & Regulations

Voting – New Article 102

A submission from the Chairman of the Constitution Committee

Purpose or Objective

To clarify provisions concerning voting in the Federation and to consolidate them into one place.

Proposal 1

1. Insert new Article 102 as follows:

VOTING

102. The following provisions shall apply to decisions made by a General Meeting, a General Assembly, Council, any committee or sub-committee of Council, a commission, or a forum (including written or electronic decisions made between meetings):

(a) Only votes cast by those present and entitled to vote shall be counted.

(b) In calculating the required majority, the following shall be disregarded:

(i) any abstention;

(ii) any person present who is entitled to vote but does not do so; or

(iii) any vote cast by someone who has been determined, no later than the time of the vote, to have a conflict of interest under the relevant provisions.

(c) Unless provided otherwise in these Articles or the Regulations, decisions shall be made on a simple majority of the votes cast.

(d) Any Special Resolution, and any amendments to the Memorandum or Articles of Association, shall be made on a 75% majority of the votes cast.

(e) Unless Article 102(f) applies, voting shall be by show of hands or such other means, including electronic, that are approved by the chairman.

(f) Secret ballots shall be held on the decision of:

(i) the chairman of a meeting;

(ii) a meeting itself;

(iii) at a General Meeting, at least five delegates; or

(iv) at Council, any three Council members.

(g) Secret ballots shall take place during the meeting and shall be administered by the Chief Executive Officer or his nominee. Except
with the consent of the meeting, the result shall be announced before the meeting is closed.

(h) Except at a General Meeting, the chairman of a meeting shall be entitled to deliberative vote.

(i) At all meetings (including a General Meeting) in the event of an equality of votes, the chairman shall have a second and casting vote (except for the election of the President and Vice-Presidents, which shall be resolved in accordance with the Regulations).

(j) A resolution may be passed in writing (which includes in counterparts and via any electronic means such as email or fax) if:

(i) it has been sent to all delegates or members who are entitled to receive notice of a meeting of the relevant body; and

(ii) the required majority of them have signified their agreement to it within the time period determined by the relevant chairman (which shall not be less than five days).

Written resolutions shall be valid and effective as if they had been passed at a duly convened and held meeting of the relevant body. The provisions of this Article 102 shall apply, as the context requires, to written resolutions.

Proposal 2

If Proposal 1 is approved, make the following consequential amendments to the Articles and Regulations:

1. Amend the Definition of Special Resolution in the Articles as follows:

<table>
<thead>
<tr>
<th>Special Resolution</th>
<th>A resolution passed by a 75% majority of the votes cast 75% majority vote at a general meeting of which not less than 21 days’ notice has been given as more particularly defined in the Acts.</th>
</tr>
</thead>
</table>

2. In Articles 14.1(a) and 14.2(a) delete the words “by a majority vote”.


4. Delete Article 29 and replace with:

29. Article 102 applies to voting at General Meetings (including General Assemblies).

5. Amend Article 45 as follows:

45. The following decisions of the Council shall be taken by a simple majority of votes cast with the following exceptions require the majorities stated below:

   […]

6. Delete Articles 46 and replace with:
46. Article 102 applies to voting by Council.

7. Delete Article 59 and replace with:

59. Article 102 applies to written resolutions of Council and its committees and sub-committees.

8. Delete clause 4 of Schedule B of the Articles and re-number accordingly.

9. Amend Regulation 3.2.4 to read:

“Except when a ballot is secret as provided in Article 46 102.”

10. Amend Regulations 3.3.5 and 3.3.6 as follows:

3.3.5 The matter will then be voted on in accordance with Article 102. A vote by members of the Council shall be made and in the case of a tie in votes, the Chairman shall have a second or casting vote.

3.3.6 Article 46 102 of the Constitution deals with ballots.

11. Amend Regulations 7.5.3 to 7.5.5 as follows:

7.5.3 The matter will then be voted on in accordance with Article 102. A vote by members of the Committee shall be made and in the case of a tie in votes, the Chairman of the meeting shall have a second or casting vote.

7.5.4 At the request of a Committee Member the minutes shall detail the names of the Committee Members who voted for or against, or abstained from, the motion except when a secret ballot has been held in accordance with Article 102 Regulation 7.5.5 has been invoked.

7.5.5 Not used. At the request of a Committee Member, and if duly seconded and passed, a vote may be taken by secret ballot.

12. Amend Regulation 7.6.4 as follows:

7.6.4 The quorum for meetings of a Committee is one third of the number of members of that Committee, except the Board for which the quorum is one half of its members entitled to vote and if a meeting takes place by electronic means (see Regulation 7.1.1) any decision shall be determined by the votes of the majority of members who respond within the timescale prescribed by the Chairman of that Committee which shall be not less than seven days. Written resolutions of committees and sub-committees shall be taken in accordance with Article 102.

Current Position

As above.

Reasons

1. Following a number of requests to clarify voting rules, it is recommended to consolidate all provisions concerning voting in one place in the Constitution and Regulations.
2. This proposal clarifies that those who abstain, those who do not participate and those for whom it has been decided have a conflict of interest at the time of the vote, do not count in deciding the votes on a matter.

3. The proposal also addresses the current anomaly that, for Council email votes, an absolute majority of Council members is required, rather than a majority of those who vote. At present, abstentions count against a motion because an absolute majority is needed.

4. The submission does not change the requirement to obtain a 2/3rd's majority or 75% majority vote on certain items where these are currently required elsewhere in the Constitution or the Regulations. These exceptions remain in place.

5. Proposal 2 contains the housekeeping amendments that are required if Proposal 1 is accepted.