

### **AGM Review Committee: Report to the Board**

1. The Committee has considered, as far as it is able in the very limited time, the five questions posted by the Board. Our responses are below.
2. The members of the Committee are: Gary Jobson (Board), Graham McKenzie (Chair, Constitution Committee), Phil Cotton (Chair, Election Committee), Ashley Tobin (Constitution Committee) and Melanie Willmore (Election Committee).
3. Overall, the Committee strongly advises the Board to provide a period of short consultation with MNAs about the proposed resolution. Once issued, a written resolution cannot be amended. Even a short period of one week for feedback would allow the Board to gauge the response of the MNAs before committing to the vote.
4. The Committee is aware that there may be opinion amongst MNAs that the power to hold meetings remotely should be a permanent position. The Committee considers this is beyond the scope of the current task – if there is a wish to move to virtual meetings, then a submission should be made in the normal manner to allow for this. A permanent ‘virtual’ AGM would no doubt impact on the processes and dynamics of the Annual Conference and needs further detailed consideration.

#### **Issue 1 - Whether the Constitution can be amended to provide for an in-person meeting as ‘Plan A’ and an electronic meeting as ‘Plan B’?**

5. Yes. Conducting the AGM as in-person meeting is the default option under the current Constitution. Therefore, no change needs to be made for Plan A.
6. For Plan B, it is possible under Isle of Man law to conduct general meetings electronically. Indeed, this is increasingly the practice for many large organisations. However, there must be an express provision in the Constitution allowing this to happen.
7. If World Sailing is to have the possibility of Plan B, then an amendment to the Constitution must be made. If, for whatever reason, an amendment is not made, then the directors will need to apply for a court order in order to allow the meeting to take place electronically.
8. World Sailing has already received legal advice that it is possible to amend the Constitution by means of a written resolution under Article 102 of our current constitution.

#### **Issue 2: Whether to amend the Constitution to separate the 2020 AGM and the holding of the electoral General Assembly so that they are two separate events (possible in two separate calendar years)?**

9. Under Articles 30 to 35, the Annual General Meeting held in every fourth year is known as a “General Assembly”. The election of officers must take place at the General Assembly and the current directors, except the Chairman of the Athletes’ Commission, will cease to hold office automatically upon the conclusion of the next General Assembly.
10. Therefore, unless a change is made, the AGM/GA this year must include the election of officers.
11. It is possible to “de-couple” the elections from the AGM/GA and hold the elections separately. This can be achieved by amending the Constitution to say that the AGM is not a General Assembly and instead the General Assembly will be held at an alternative date and time. This will mean the current directors remain in office until the new date.
12. It is also possible to hold the elections electronically alongside an electronic AGM/GA.

13. The consensus of the Committee is that the elections should not be delayed.
14. There are experienced independent companies which specialise in remote voting for elections. With only up to 148 votes possible, we consider that it is disproportionate to delay the elections when feasible electronic solutions exist. Also, World Rugby has now proceeded with its elections remotely using a simple balloting solution via its auditors. Proceeding with the election this year will mean a number of other processes (such as Council and committee appointments) are not disrupted, and whilst there may be security and reliability concerns, these will be no greater than for the conduct of the AGM remotely itself.
15. Therefore, we consider that World Sailing should proceed to hold its elections remotely via electronic means via the use of an independent third party.

**Issue 3: How an electronic AGM (including voting) could be conducted in practical terms?**

16. Given the time pressure, we have not considered this in detail. We consider that this is a matter for the Election Committee to determine under its existing constitutional authority. However, we believe that the resolution should expressly say the voting is not 'in person' and explain it will be over a period of time ending at, or before, the General Assembly.
17. There are companies which specialise in electronic general meetings and we would recommend engaging one. The existing Bluejeans service is not suitable for large scale legislative meetings. The meeting would be held at the usual date and time and with the normal business.
18. If the elections were conducted electronically, then an independent third party must be engaged to deliver this service under the supervision of the Election Committee. The recent World Rugby elections saw a simple system where their members emailed their ballots to their auditors who compiled the results without disclosing identity. A similar process could take place here.

**Issue 4: The procedure to decide the location of the 2021 AGM**

19. Under Regulation 39, the 2019 AGM should have appointed the 2021 AGM host. This did not happen due to the governance reform vote (which, if passed, would have changed the 2021 Conference).
20. Under Regulation 39.4(c), if there is no venue selected following the relevant AGM, then Council has the power to appoint a host on the recommendation of the Board.
21. Therefore, we recommend that the 2020 AGM and election issue is first resolved by the Members and the Board can then recommend to Council to appoint the 2021 host.

**Issue 5: Draft resolution**

22. A draft resolution is set out below. As noted above, our advice to the Board is to publish this for a short period of time to seek any feedback before it is issued for a formal vote.

Company Number: 79772C

**THE COMPANIES ACTS 1931 TO 2004**

**COMPANY LIMITED BY GUARANTEE**

**SPECIAL RESOLUTION OF  
WORLD SAILING LIMITED**

Pursuant to Article 102 of the Articles of Association, the directors of the Company propose the following resolution is passed as a written special resolution of the Company:

**SPECIAL RESOLUTION**

- 1 THAT the Articles of Association be and are hereby amended by the insertion of new Article 103 as follows:

**103 Notwithstanding any other Article or Regulation, the provisions of Schedule C shall apply until 31 December 2021 and take precedence over any conflicting Article or Regulation. After that date, this Article and Schedule C shall be deleted.”**

- 2 THAT the Articles of Association be and are hereby amended by the insertion of new Schedule C as follows:

**Schedule C**  
**Temporary Measures due to Coronavirus**

1. **The provisions of this Schedule will apply if resolved by the Board by 1 August 2020.**
2. **The 2020 Annual General Meeting and General Assembly will not be held in person. It shall be held virtually by such electronic means as the Board shall decide. The proceedings shall be as valid and effective as if the meeting had been held in person.**
3. **The Election Committee may increase the minimum period of time to appoint a delegate from the current 48 hours to up to seven days and this may be prior to voting commencing.**
4. **The procedure for the election of the President and Vice Presidents in 2020 shall be as follows:**
  - a. **The procedures shall be decided by the Election Committee but shall be electronic allowing remote voting via independent third party;**
  - b. **Voting shall take place over a period of time decided by the Election Committee;**

- c. The main results must be announced during the General Assembly and communicated at the same time by written notice to the Members;
- d. Any run-off votes shall be held following the General Assembly in the same manner and the results announced by written notice to the Members.