CONSTITUTION

Updated with Changes Approved at the November 2019 AGM

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AIMS OF WORLD SAILING

The objects and aims for which World Sailing, as the controlling authority of the sport of sailing in all its forms throughout the world, is established are:

(a) to act as and carry out the functions and duties of such authority;

(b) to promote the sport of sailing in all its branches regardless of colour, gender, physical ability, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status;

(c) to establish, supervise, interpret and amend the rules regulating sailboat racing and to adjudicate disputes and take any appropriate disciplinary action (including the imposition of appropriate penalties);

(d) to act as the supervising organisation for the sport of sailing, to grant and withdraw World Sailing status to or from classes of boats and to prescribe the relevant rules and measurement procedures;

(e) to act as the organising authority of the Olympic Sailing Regatta;

(f) to control, organise, conduct, license or sanction other championships, sailing events or activities;

(g) to examine, study, investigate, consider and report on all matters affecting the sport of sailing and any persons interested therein or associated therewith and to collect, analyse and distribute information, statistics, opinions and reports thereon;

(h) to represent and protect the interests of any member of the Federation;

(i) to convene, arrange, organise and hold regattas, races and competitions of all sorts, to create and stimulate interest in and publicise the sport of sailing, to convene, arrange, organise and hold exhibitions, shows, displays, meetings, seminars, conferences and discussions, and to provide prizes, bursaries, grants and awards for competitors and others;

(j) to provide administrative services of any sort whatsoever for any association, union, society, club, committee, body or person interested in or associated with sailing in any of its forms.

THE COMPANIES ACTS 1931 TO 2004

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WORLD SAILING LIMITED

1. The name of the Company is “World Sailing Limited” (hereinafter “the Federation”).

2. The Federation is a private company.

3. The liability of the members is limited.

4. Every member of the Federation undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Federation in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF WORLD SAILING LIMITED

GENERAL

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
Acts	The Companies Acts 1931 to 2004 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, as amended from time to time.
The Board	The board of directors of the Federation.
The Federation	The above-named Company.
The Council	The body established by the Federation for the purposes set out in Article 41.
Office	The registered office of the Federation.
Seal	The common seal of the Federation.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
Member National Authority	A National Authority granted full membership in the Federation.
Member	A member of the Federation of any class.
National Authority	An organization, whether incorporated or unincorporated, controlling the sport of yachting or sailing in any country or in any political entity granted status as an Olympic nation.
Regulations	Regulations adopted by the Council to carry out the aims and objects of the Federation.
Yachting	Includes the sport of sailing in all its forms.

Special resolution	A resolution passed by a 75% majority of the votes cast at a general meeting of which not less than 21 days' notice has been given as more particularly defined in the Acts.
Constitution Committee	A committee established by the Council to review recommend changes to and interpret the constitution and such other matters as may be delegated to it under these Articles.
Chief Executive Officer	The person appointed under Article 87 or appointed as his deputy.

1.2 Any words importing the singular number only shall include the plural number, and vice versa.

1.3 Words importing the masculine gender only shall include the feminine gender; and vice versa.

1.4 Words importing persons shall include corporations.

1.5 Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2.1. The regulations contained in Table C in the schedule to the Companies (Memorandum and Articles of Association) Regulations 1988 ("Table C") shall not apply to the Federation, but the Articles hereinafter contained shall constitute the regulations of the Federation.

2.2 Any disputes relating to the validity or construction of the Regulations or any other rules or regulations made there under (together, the "Regulations"), and any disputes relating to the application of the Regulations or the exercise of powers there under, shall be subject to the exclusive jurisdiction of the courts of England and Wales and their principles, and shall be governed by English law, excluding English choice of law principles.

LANGUAGE

2.3 The official language of the Federation is English. The word "shall" is mandatory and the word "may" is permissive. As and when appropriate, other working languages may be introduced and simultaneous translations may be provided at meetings. All official Federation English texts should be edited to comply with what is known as "Plain English" in the United Kingdom.

MEMBERSHIP

3. The number of members which the Federation proposes to be registered with it is unlimited.

3.1 No invitation to the public to subscribe for debentures of the Company shall be made.

4. Membership in the Federation shall consist of the following classes:

(a) Full Member - full membership in the Federation granted to a National Authority.

(b) Associate Member – for Authorities within a territory which is not recognised by the IOC (not being a country pursuant to paragraph 1 of Rule 30 of the Olympic Charter) but promoting and managing the sport of Yachting within its territorial waters independently of another country or territory. Associate Membership is not available to organisations whose governance is determined by or dependent upon that of another country and the laws of that country prescribe or require that any competitor of the relevant territory should compete under the jurisdiction of that other country and its National Authority. Associate Members shall not be entitled to voting rights, and their membership shall continue only until the next Ordinary General Assembly when it shall be reviewed and if appropriate may then be renewed.

(c) ICA Member - membership granted to International and Recognized Classes recognized by the Federation.

(d) Affiliate Member - membership granted under Article 5.1(c).

(e) World Sailing Member - membership granted to individuals under 5.1(d).

(f) Honorary Member - membership granted under Article 5.1(e).

5.1 Membership in the Federation may be granted by the Council in the various classes of membership as set out in Article 4. Applications shall be made to the Chief Executive Officer in accordance with the Regulations and the following provisions:

(a) Applications for Full Membership of the Federation and applications for Associate Membership shall be placed before the Council which shall take into consideration the status of the sport in the country and of the constitution of the organisation making the application.

(b) ICA Member - Class Associations governing International and Recognized Classes that have met the criteria specified in the Regulations and have been granted International or Recognized status by the Council shall be granted ICA membership

(c) Affiliate Member - Any self-administered international organization, other than a national authority or international class association or recognized class association, or members thereof, interested in or associated with the sport of sailing in any of its forms and whose activities are not in conflict with member national authorities or ICA's or Recognized CA's may be granted affiliate membership subject to conditions and terms of such membership as the Council may respectively from time to time decide. An Affiliate Member shall not be entitled to voting rights, except where specifically provided for in these Articles.

(d) World Sailing Member - Any individual who is a member of Council, an Officer or Officer of Honour, a member of any committee, working party or commission of Federation may become an individual member of Federation upon acceptance of his application and payment of the annual fee established by Council.

(e) Honorary membership of the Federation may be conferred by the Council upon such persons as it may determine.

5.2 The procedure for challenging any application for Membership shall as prescribed in the Regulations.

OBLIGATIONS OF MEMBERSHIP

6. It shall be the obligation of all members of the Federation:

(a) to promote the objects, interest and influence of the Federation;

(b) to carry out and have respect for the rules, Regulations and decisions of the Federation;

(c) to refrain, and to use reasonable endeavours to persuade others within their area of jurisdiction to refrain, from actions that are inconsistent with the objects, rules, Regulations or decisions of the Federation.

7. It shall be the obligation of all World Sailing Members to ensure that there shall be no discrimination on the grounds set out in Aim (b) of the Constitution against any competitor or official; further to prevent improper use or abuse of terms such as World, Continental, International or Regional that properly relate to activities recognized by the Federation and to co-operate in the collection and payment of the "International and Recognized Class Fees" payable to the Federation.

8. ICA members shall be responsible for implementing the objects and decisions of the Federation affecting their classes and for protecting the design characteristics of their classes.

9. (a) Each ICA member, Affiliate Member and Honorary Member of the Federation shall be entitled to receive free of charge such items as the Board may from time to time resolve. Such members are not entitled to vote at meetings of the Federation.

(b) Membership shall not be transferable and shall cease on death, or, in the case of a corporation, society or similar, upon the appointment of a liquidator or receiver (or the equivalent in the jurisdiction of incorporation of the corporation).

SUBSCRIPTIONS

10. Every member other than an honorary member shall pay an annual subscription to the funds of the Federation of such amount as in each individual case the Board may from time to time determine. Subscription categories for Member National Authorities shall be determined by the Council at each annual meeting in the year before a meeting of the General Assembly, having considered the recommendations, if any, of the Constitution Committee. All subscriptions shall be due on the first day of January for each ensuing calendar year.

11. The Board shall have the power to remit either in whole or in part the payment by a member of its subscription in any year.

12. Subject to any remission under Article 11 no Member National Authority shall, in any year, be entitled to any of the rights or privileges of membership or to be represented at any meeting of the General Assembly until its subscription for that year and all arrears (if any) have been paid.

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 World Sailing event, while its or his subscription is in arrears.

CANCELLATION OF MEMBERSHIP

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 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 Board may suspend or the Council may cancel the membership in the Federation of a Member National Authority with immediate effect.

(b) A Member National Authority deprived of its membership under this Article may apply for membership in the normal course but shall not be re-admitted to membership until outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and so certified by the Chief Executive Officer.

14.2 (a) When an International or Recognized Class has been in arrears on all or part of its subscriptions, fees, dues or other payments due to the Federation or any of its subsidiary or associated companies, on the same conditions and terms as provided in Article 14.1(a), the Board may by a majority vote suspend or cancel the International status and membership of an International or Recognized Class.

(b) An International or Recognized Class whose status and membership has been suspended or cancelled pursuant to this Article may apply for such status and membership in the normal course but shall not have its International or Recognized status or membership restored until all outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and so certified by the Chief Executive Officer.

15.1 (a) The status of any existing Member National Authority of the Federation may only be challenged by an existing Member National Authority or Member National Authority in good standing or an organization which has or is claiming the status of a governing body of the sport of sailing in the particular country in which the Member

National Authority is located and has been so certified by the Constitution Committee having considered the recommendation of the Chief Executive Officer.

(b) Any Member may at any time be required at the request of the Board to demonstrate that its constitution and its representation of the sport of sailing in that country is such that it would, at that time, satisfy the requirements for Membership as set out in Article 4 and the Regulations at the time applicable to Membership and applications for Membership. If the Board has reasonable grounds for believing that it does not so satisfy those requirements, and has failed to remedy any deficiency within 30 days of being requested to do so, then it may suspend the Member until the next meeting of Council, at which time Council shall decide whether to reinstate the Member, continue the suspension, or cancel its Membership under Article 15.3.

15.2 Any proceedings to make such challenge as may be authorized pursuant to these Articles and the applicable Regulations shall provide for a fair hearing and hearings of and between all the parties and shall provide the parties with a reasonable opportunity to present such facts as they may wish and to present their claims and argument before any committee, body, Council or Assembly of the Federation as the Articles and Regulations shall provide.

15.3 Without limiting any alternative grounds, one of the grounds on which a member's status may be challenged is for persistent disregard of or failure to observe the Constitution of the Federation especially as it pertains to the obligations of membership.

15.4 The Council may, by a two-thirds majority vote, at any time cancel the membership of any Member National Authority, but such Member National Authority may request that the General Assembly shall, at its next meeting, review such cancellation on the ground that the discretion of the Council was not exercised for good cause.

16. The procedure for challenging the membership status of a Member National Authority shall be as set forth in the Regulations.

17. The Council may suspend or cancel the status and membership of an International or Recognized Class which in the Council's judgement has failed to meet its obligation to protect the design characteristics of the class or currently does not meet the requirements for the class prescribed in the Rules and Recommendations for Adoption and Control of International or Recognized Classes.

17.1 The Council may suspend or cancel the membership of an Affiliate Member who has, in the opinion of the Council, failed to comply with its or his membership obligations in a material respect.

18. The procedure for challenging the membership status of an Affiliate Member shall be as set forth in the Regulations.

19. The Board may:

(a) suspend or cancel the status and membership of an International or Recognized Class which is in arrears of payments due to the Federation or which in the Council's judgement has failed to meet its obligation to protect the design characteristics of the class or currently does not meet the requirements prescribed in the Rules and Recommendations for Adoption and Control of International or Recognized Classes;

(b) suspend or cancel the membership of an Associate Member or affiliate member which or who has failed to pay its or his subscription for a period of at least 12 months after the due date or in the opinion of the Council has failed to comply with its or his membership obligations in a material respect.

RETIREMENT OF MEMBERS

20. Any Member desiring to retire from the Federation shall give notice in writing of its or his intention of retiring on or before 31 December to the Chief Executive Officer; otherwise the member shall be liable to pay the subscription for the next calendar year.

GENERAL MEETINGS

21. The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such date and time as may be determined by the Board and shall specify the meeting as such in the notices calling it. The location of Annual General Meetings shall be determined in accordance with the Regulations.

22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

23. The Board may whenever they think fit or upon the instruction of the Council convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 113 Companies Act 1931. The date, time and location of Extraordinary General Meetings shall be determined by the Board.

24. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Acts entitled to receive such notices from the Federation; but with the consent of all the Member National Authorities having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Member National Authorities may think fit.

25.1 Each Member National Authority may be represented by a delegate who is a national or resident of the country concerned and shall ensure that notice of the appointment of such delegate is given in writing to the Chief Executive Officer in accordance with Schedule B to these Articles (which shall form part of these Articles). Except when Article 35 applies, no appointment of other proxies is permitted.

25.2 If a delegate so appointed is prevented from attending for a reason outside his control, the President may accept an alternate appointment at any time up to one hour before the opening of the meeting.

26. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting, General Meeting or General Assembly.

27.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Thirty Member National Authorities present by their delegates shall be a quorum.

27.2. The provisions set out in Schedule B to these Articles (which shall form part of these Articles) shall regulate the conduct of proceedings at any General Meeting.

28. The agenda for an Annual General Meeting shall include both the ordinary business required under the Acts to be tabled at Annual General Meetings and the following items:

(a) Approval of the minutes of the last Annual General Meeting and of any subsequent Extraordinary Meeting.

(b) To receive:

(i) The President's report;

(ii) A financial report.

(c) To review:

(i) Subscriptions;

(ii) Applications for Full or Affiliate membership since the last Ordinary Meeting of the General Assembly;

(iii) The proposed programme of the Federation's Championships;

(iv) Any Regulations made or amended in any substantive way by the Council since the last Ordinary Meeting.

(d) To debate and resolve any submission from the Council or the Board or from a delegate and normally to refer such matters to the appropriate committees. Political matters shall not be debated unless of direct relevance to yachting, nor without prior reference to the Constitution Committee. The decision of the Chairman of the General Assembly as to whether a matter is political shall be final.

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

GENERAL ASSEMBLIES

30. The Annual General Meeting in 2012 and in every fourth year thereafter shall constitute and be known as a General Assembly:

31. The membership of the General Assembly shall consist of:

(a) one delegate of each Member National Authority;

(b) the President and the Vice-Presidents who may speak but not vote unless they are also delegates of a Member National Authority;

(c) pursuant to Article 82, representatives of an ICA all of whom may speak but not vote.

32. The agenda for the meeting of the General Assembly shall include both the ordinary business required under the Acts to be tabled at Annual General Meetings and the following items:

(a) Election of the following:

(i) the President;

(ii) the seven Vice-Presidents;

(iii) the Officers of Honour.

(b) To announce the appointed members of the Council.

(c) To fix the date of the next ordinary meeting of the General Assembly.

(d) Any other business.

33. The chairman of Meetings of the General Assembly shall be the President of the Federation. A newly-elected President shall take the chair of the meeting immediately following the conclusion of the item on the agenda covering elections. If neither shall be present, the members of the General Assembly present shall choose one of the Vice-Presidents or failing them, one of their number, to be the chairman of the remainder of such meeting.

34. A General Assembly may authorize the attendance at its meetings of committee chairmen, observers and technical advisers who shall not be entitled to vote. They may take part in the proceedings at the request of the Chairman.

35. The election of a delegate to the office of President or Vice-President shall give rise to a casual vacancy at any meeting at which he is appointed, which may provided due notice has been given to the Chief Executive Officer prior to the meeting be filled by a nominee of the Member National Authority whose delegate has been elected to the office.

THE COUNCIL

36.1 The Council of the Federation shall consist of:-

(a) the President;

(b) the seven Vice-Presidents;

(c) not more than 30 members appointed by Member National Authorities;

(d) the Chairman of the Oceanic and Offshore Committee;

(e) the Chairman of the Para World Sailing Committee ;

(f) a member appointed by and from the Classes Committee;

(g) the Chairman of the Athletes' Commission;

(h) a woman member appointed by:

(i) women Vice-Presidents

(ii) women members of Council, and

(iii) the women of committees or sub-committees, the members of which are nominated by Member National Authorities;

37.1 Members of the Council will be appointed as follows:

(a) as a result of their election as President or Vice President;

(b) in accordance with Article 40(a), in which case the appointment shall be notified to the Chief Executive Officer and shall be valid only when received at least two weeks before the meeting of the Council; or

(c) under Article 36.1 (d), (e), (f) (g) or (h).

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.

39. Members of the Council shall be persons who are active in Yachting. Members of the Council shall be responsible for placing before the Council the views of the Member National Authorities by whom they were nominated or elected but in the exercise of their votes they shall have regard to the interest of the sport of Yachting throughout the world as a whole.

40. (a) Members of the Council appointed by Member National Authorities shall be appointed by the groups of Member National Authorities shown in the Table in Schedule A to these Articles. Each group shall be entitled to appoint the number of members to the Council shown opposite its group.

(b) No earlier than sixty days before the date of the next ordinary meeting of the General Assembly, a Member National Authority may by notice in writing to the Chief Executive Officer nominate a candidate in each vacancy in that Member National Authority's group to be a member of Council for the forthcoming new term. A Member National Authority may change its nominations at any time until thirty days before the meeting of the General Assembly, when the nominations shall close. Any nomination received after this time is not valid.

(c) Following the close of nominations, the candidate(s) with the greatest number of nominations shall be deemed appointed to the Council by the group for the forthcoming new term. The Chief Executive Officer shall publish to all Member National Authorities in a group the nominations made.

(d) If there is an equal number of nominations for a vacancy, then any candidate(s) with the least number of nominations shall be eliminated and a ballot of the Member National Authorities in that group shall be held between the tied candidates. If a tie

remains, this procedure shall be repeated until one candidate receives a simple majority of votes. In the event that a tie still persists seven days before the start of the General Assembly, the President shall break the tie in his sole discretion and appoint one of the tied candidates to fill the vacancy. The process shall be administered by the Chief Executive Officer.

(e) If a group of Member National Authorities decides to appoint a successor for the Council member they appointed under Article 40(a), he shall be appointed by a 75% majority of the group 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.

(f) The provisions of the table contained in Schedule A may be varied from time to time by Council in its discretion by a two-thirds majority vote or by resolution of the Annual General Meeting, provided that if any National Authority ceases to be a Member National Authority on account of its replacement as a National Authority controlling the sport by some other authority or authorities in the Group concerned, Council may in its discretion make such provision as it thinks fit for the purpose of preserving the regional basis of nomination but any such provision may be reviewed by the Annual General Meeting.

POWERS OF THE COUNCIL

41. The Council shall be responsible for:

(a) subject to the powers of General Meetings, considering and determining the policy and strategic priorities of the Federation, having considered the recommendations of its committees, the Board and Executive Office; and

(b) 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.

42. The Council may delegate any of its powers to such committees or sub-committees consisting of such person or persons as it thinks fit. The Council may provide by Regulation for the nomination and selection of the Chairman, Vice-Chairman and members of committees or sub-committees (save that the President shall not be appointed as Chairman of any such committee or sub-committees other than the Board), and any committee or sub-committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

43. The Council shall have the power to make Regulations to carry out functions and/or to amend any existing Regulations provided that such Regulations shall not be in conflict with the aims and objects of the Federation or these Articles and shall be reported to and reviewed by the next meeting of the Member National Authorities. The Council may, where the subject of the Regulation affects racing and the Racing Rules of Sailing, pass the

Regulation and may, in its discretion, direct that the Regulation shall be incorporated into the Racing Rules by reference. Where such Regulation has been incorporated into the Racing Rules by reference the particular rules found elsewhere in the Articles and Regulations regarding the initiation, deletion, amendment, changing or interpretation of the Racing Rules shall not apply.

44. The members for the time being of the Council may act notwithstanding any vacancy in their body.

PROCEEDINGS OF COUNCIL

45. The following decisions of the Council shall require the majorities stated below:

    (a) a decision on a resolution for the election or expulsion of a Member National Authority requires a two-thirds vote cast in favour of the resolution

    (b) a decision on a change to the Racing Rules or Equipment Rules of Sailing with an effective date other than the 1st of January of the year following the year in which an Olympic Sailing Competition is held requires a 75% of the votes cast in favour of the motion; however, this provision shall not apply to Regulations incorporated by reference into the Racing Rules of Sailing.

    (c) Decisions overturning a previous vote under Regulation 23 require such majority for the votes cast as is prescribed in Regulation 23

46. Article 102 applies to voting by Council.

47. The quorum for meetings of the Council is twelve unless the Council see fit to increase its quorum which it may do in its discretion.

48. Any casual vacancy in the office of the President or of a Vice-President may be filled by the Board. Any casual vacancy in the membership of the Council may be filled by the Council. In the event of the death or incapacity for any reason of the President, the Board may designate one of the Vice-Presidents to serve as Acting President until the next meeting of the Council. Any person so appointed shall hold office until the commencement of the next following Ordinary Meeting of the General Assembly, but shall be eligible for re-election or re-nomination.

49. The election of a member of the Council to the office of President or Vice-President shall create a casual vacancy in the Council. If the member of Council elected to office of President or Vice-President causing a casual vacancy is a woman, the person appointed to fill the casual vacancy shall also be a woman.

50. Each nominated member of the Council may at any time appoint some other yachtsman from his Group or nominating body to be an Alternate member of the Council, and may at any time remove any Alternate member so appointed by him.

51. The President may appoint an Alternate in the event of a member being unable to attend and not having notified the Chief Executive Officer of an Alternate.

52. An Alternate shall be entitled to receive notices of all meetings of the Council and to attend at any such meeting at which the member appointing him is not personally present and is generally to perform all the functions of his appointor as a member during his absence.

53. An Alternate shall ipso facto cease to be an Alternate if his appointor ceases for any reason to be a member.

54. All appointments and removals of Alternates shall be effected by notice given to the Chief Executive Officer by the member making or revoking any such appointment.

55. The Council shall meet at least once in every calendar year and at such other time or times as a meeting may be convened. There shall be a meeting of the Council at the conclusion of each ordinary meeting of the General Assembly. The Chief Executive Officer shall

convene a meeting of the Council on the instructions of the President or two Vice-Presidents or if requested so to do by any four members of the Council.

56. Political matters shall not be debated at meetings of the Council unless of direct relevance to yachting. The decision of the President or other person acting as Chairman of the relevant meeting of the Council as to whether a matter is political shall be final.

57. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

58. The Board shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Federation and of the Council and of committees of the Council. All business transacted at such meetings, and any such minutes of any meeting, if purporting to be approved by the members of such meeting as detailed in Article 59, including the Chairman, shall be enough evidence without any further proof of the facts as written. Where Council or a committee later hold a different view to the minutes because of a change to policy or to a decision, this shall be recorded in the minutes of the meeting at which the change is considered; in this case, the original documents shall not be changed. Where minutes of meetings are proven incorrect (e.g. misspelling or incorrect reference), the formal documents of that meeting shall be changed.

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

60. The President shall take the chair at meetings of the Council, but if he shall not be present the members present shall choose one of the Vice-Presidents or failing them, one of their number, to be the Chairman of such a meeting.

61. (a) The Council may authorize the attendance at its meetings of observers and technical advisers who shall not be entitled to vote. They may take part in the proceedings at the request of the Chairman.

(b) Any member of the Council may participate in a meeting of the Council by means of telephonic, video conferencing or similar communications whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. The location of such meeting shall be deemed to be the place at which the Chairman of the meeting was located at the time of that meeting.

PROHIBITION OF DISTRIBUTIONS OR DIVIDENDS

62. (a) The income and property of the Federation shall be applied solely towards the promotion of the sport of sailing throughout the world and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members.

(b) Article 62(a) above shall be subject to the following proviso, namely: nothing in these Articles shall prevent the payment, in good faith, of reasonable and proper remuneration to the Chief Executive Officer or other servant of the Federation or to any member in return for any services actually rendered to the Federation, nor prevent the payment of interest at a normal rate on money lent or reasonable and proper rent for premises demised or let by any other member to the Federation.

(c) No member of the Council shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of the Council, except the repayment of out-of-pocket expenses and interest at a normal rate on money lent or reasonable and proper rent for premises

let or demised to the Federation, or fees paid for acting as an World Sailing Race Official.

(d) Payments to any company of which a member of the Council may be a member, and in which such member of the Council shall not hold more than one hundredth part of the capital shall be disregarded for the purposes of this Article 62 and such member of the Council shall not be bound to account to the Federation for any share of profits which he may receive in respect of such payment.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL AND THE BOARD

63. The office of a member of the Council and/or director shall be vacated:

(a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(b) if he becomes of unsound mind;

(c) if by notice in writing to the Chief Executive Officer he resigns his office;

(d) in the case of a director if he ceases to hold office by virtue of any provision of the Acts or he becomes otherwise prohibited by law from being a director of a company incorporated under the laws of the Isle of Man.

DIRECTORS

64. The directors of the Federation shall consist of the President, the seven Vice Presidents (at least two of whom shall be of each gender) and the Chairman of the Athletes' Commission. They shall be ex-officio members of all committees of the Federation and be entitled to vote on committees to which they have been appointed by the Council.

64.1 The Chief Executive Officer may be invited to attend and speak at all meetings of the Board.

65. The directors shall be elected at a General Assembly and shall hold office until the election of their successors at the next Ordinary General Assembly and shall be eligible for re-election save as provided by Article 73.

66. Subject to Article 65 any person active in Yachting shall be eligible for election to the office of President or Vice-President whether or not he is a delegate to the General Assembly or a member of the Council.

THE BOARD

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. 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 more than half of all the directors have signified their agreement to it.

68. The Board is a non-executive board of directors and:

(a) shall be responsible the implementation of the policy decisions of Council;

(b) shall propose to Council the strategic priorities of the Federation for its approval;

(c) shall supervise the work of the Chief Executive Officer and 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 Board meeting, distribute a memorandum of the meeting's decisions to the National Authorities, members of the Council and committee chairmen; and

(g) shall report regularly to Council and General Meetings.

69. The Board shall nominate the chairman and vice-chairman of committees of the Council, shall submit these nominations to the Council for ratification, and shall submit the names of proposed committee members to the Council in accordance with the Regulations.

70. The appointment of the Chief Executive Officer shall be determined by the Board.

71. The Board may delegate any of its powers to:

(a) any committee consisting of one or more members as they may determine. Any such delegation may be subject to such conditions as it may impose (which may be revoked or varied). The proceedings of any such committee shall be governed by these Articles; and/or

(b) the Chief Executive Officer and the Executive Office subject to such conditions as it may impose (which may revoked or varied).

72.1 Members of the Board shall not be entitled to take their seats in the Board or join in any vote or other business of the Board until they have delivered to the Chief Executive Officer such documents as shall be required by him in order to enable the Federation to comply with the requirements under Isle of Man law as to the registration of directors and company administration.

72.2 Members of the Board may act notwithstanding any vacancy in their body

NOMINATION AND ELECTION OF OFFICERS

73. No person shall be eligible for nomination as a candidate for the office of President if he has held that office for the immediate preceding continuous period of eight years, nor for the office of Vice-President if he has held that office for the immediate preceding continuous period of eight years. If more than two Vice-Presidents would thereby become ineligible, this provision shall affect those two Vice-Presidents having the longest period of continuous service; if two or more have equal seniority, then in the absence of agreement between them, all of those having equal seniority shall be eligible for nomination, and a vote of the General Assembly shall be taken before the votes for Vice-President to determine which of them shall stand for re-election as Vice-President.

74. Five or more Member National Authorities may nominate any eligible person as a candidate for such offices provided that such nominations are received by the Chief Executive Officer at least eight weeks before the commencement of the meeting.

ELECTION COMMITTEE

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 Board. The Election Committee shall have not more than five members.

76. The Election Committee shall:

(a) determine whether or not a nominated candidate is eligible for election;

(a) publish a list of eligible candidates nominated in accordance with Article 74 together with the names of their nominating Member National Authorities for distribution with the agendas of Council

(b) be responsible for the conduct of the election and the votes taken for the candidates during the meeting of the General Assembly.

JUDICIAL BOARD

77. **Constitution of the Judicial Board**

(a) There shall be a 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 Judicial Board shall consist of a Chairman, Vice-Chairman and not less than three other members.

(b) The Judicial Board shall, for the purpose of deciding cases referred to the Board, operate by independent panels appointed by the Board in accordance with the Regulations. No member of the Board shall sit on a panel considering a case.

78. **Membership**

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

(a) Members shall be proficient in the English language,

(b) 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 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 accordanc 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.

80. **Procedure**

The Judicial Board shall establish its own rules and procedure. The Board may require those 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. **Appeal of a 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.

INTERNATIONAL AND RECOGNIZED CLASS ASSOCIATIONS AND AFFILIATE MEMBERS

82. One representative of each ICA member and each Affiliate Member shall be entitled to attend and speak on behalf of his class or organization at Meetings of the General Assemblies, but shall not be entitled to vote.

83. ICA members and affiliate members shall be entitled to such representation on committees as may be specified in the Regulations made by the Council from time to time.

OFFICERS OF HONOUR

84. On a proposal made by the President, the General Assembly may, as a mark of respect or of appreciation for past services to the Federation, elect any distinguished yachtsman to an Office of Honour. Offices of Honour may include that of President of Honour, or Vice-President of Honour, or such other title of Honour as the General Assembly may at the time of the election prescribe.

85. Unless otherwise prescribed by the General Assembly at the time of the election, an individual person elected to an Office of Honour shall hold such Office for the remainder of his life.

86. On election to an Office of Honour he shall be deemed to have retired from the office or position in the Federation previously held by him. An Officer of Honour shall nevertheless be entitled to attend and to participate in the deliberations of all meetings of the General Assembly, the Council and its committees, but shall not be entitled to vote unless specifically appointed to a committee. (For the avoidance of doubt, an Officer of Honour shall not, unless otherwise specifically appointed to such position, be a director or other executive officer of the Federation.)

CHIEF EXECUTIVE OFFICER & COMPANY SECRETARY

87. Subject to the provisions of the Acts the Chief Executive Officer shall be appointed by the Board for such time at such remuneration and upon such conditions as it may think fit, and any Chief Executive Officer so appointed may be removed by it. The Board may from time to time by resolution appoint one or more acting, assistant or deputy Chief Executive Officer, and any person so appointed may act in place of the Chief Executive Officer if there be no Chief Executive Officer or no Chief Executive Officer capable of acting.

88. Subject to the supervision of the Board the Chief Executive Officer shall be responsible for the management and operations of the Federation and the maintenance of the Executive Office of the Federation, which shall be adequate to deal with the affairs of the Federation. The Chief Executive Officer shall cause proper minutes to be kept of all proceedings of the General Assembly, the Council and other committees.

89. The Board may appoint from time to time any suitably qualified person as the company secretary of the Federation.

DIVISIONS AND SECTIONS

90. (a) The Council may establish Divisions or Sections of the Federation comprising members having an interest in a particular form of sailing or in an activity associated with any form of sailing. Any such Division or Section shall be constituted and its affairs shall be conducted in accordance with Regulations made by the Council under Article 43. Such Regulations shall define the functions of the Division or Section and may make provisions concerning such matters as:

(i) the election of a Divisional or Sectional Council;

(ii) the election of a Chairman and other officers of the Division or Section;

(iii) the finances of the Division or Section.

(b) The Council shall not delegate to a Division or Section any function the exercise of which would derogate from the rights of the Member National Authorities of the Federation.

(c) The Council may if it thinks fit require members of a Division or Section to pay an additional subscription to meet the costs of the Division or Section.

(d) The Council may dissolve any Division or Section at any time, subject to full prior consultation with its members.

ACCOUNTS

91. The Board shall cause accounting records to be kept in accordance with the requirements of the Acts.

92. The accounting records shall be kept at the Office, or, subject to the provisions of the Acts, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Officers of the Federation.

93. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Federation or any of them shall be open to the inspection of members not being officers of the Federation, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Federation except as conferred by statute or authorized by the Board or by the Federation in General Meeting.

94. At the Annual General Meeting in every year the Board shall in accordance with the provisions of the Acts lay before the Federation an income and expenditure account of the Federation and each of its consolidated entities for the period since the last preceding accounting reference date together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the auditors and to all other persons entitled to receive notice of General Meetings in accordance with section 11 Companies Act 1982 in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by section 15 Companies Act 1982.

AUDIT

95. In accordance with the provisions of the Acts once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

96. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts, the members of the Board being treated for all purposes as the directors mentioned in those provisions.

THE SEAL

97. (a) The seal of the Federation shall not be affixed to any instrument except by the authority and in the presence of at least two members of the Board and of the Chief Executive Officer, and the said members and Chief Executive Officer shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

(b) The Federation may exercise the powers conferred by the Act

(i) with regard to having an official seal for use abroad and such powers shall be vested in the Board; and

(ii) to dispense with the need for a seal pursuant to Section 29A Companies Act 1931.

NOTICES

98. A notice may be served given by the Federation upon any Full or other Member or members of the Council or the Federation, either personally or by sending it by post, facsimile or e-mail to that party at their registered address or to the address or electronic

address, if any, supplied to the Federation for the giving of notices to that party. Notices sent by facsimile or e-mail shall be deemed to have been effected immediately.

99. Any notice, if served by post, shall be deemed to have been served on the seventh day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class airmail letter.

WINDING UP

100. If upon winding up of the Federation there remains, after the satisfaction of the Federation's debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Federation but be transferred by way of gift to some other institution or institutions which in the opinion of the Board (subject to the approval of the Member National Authorities obtained at a meeting of the Member National Authorities called for such purpose prior to a winding up of the Federation) has objectives similar to those of the Federation and which institution or institutions shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as those restrictions place upon the Federation by virtue of the provisions of Article 62. In so far as effect cannot be given to the provisions of this Article 100 by want only of a suitable institution to receive the said property, such property shall be distributed to any institution selected by the Board which would be regarded under the law of the Isle of Man as being charitable in nature.

INDEMNITY

101. Every director or other officer of the Federation shall be entitled to be indemnified out of the assets of the Federation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Federation in the execution of the duties of his office or in relation thereto, but this Article shall only have effect in so far as its provisions are not avoided by Section 151(a) Companies Acts 1931. The Board shall have power to purchase and maintain for any director, officer or auditor of the Federation insurance against any such liability as is referred to in Section 151(a) Companies Acts 1931.

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.

SCHEDULE A (Article 40)
Groups of National Authorities

	Group	**Nominating Authorities** *(World Sailing Member National Authorities)*	***Numbers to be nominated to Council***
A	Ireland United Kingdom	Irish Sailing Association Royal Yachting Association	2
B	Central Europe	Austrian Sailing Federation Croatian Sailing Federation Czech Sailing Association Deutscher Segler-Verband Hungarian Yachting Association Sailing Association of the Principality of Liechtenstein Slovak Sailing Union Slovenian Sailing Federation Swiss Sailing	2
C	East Europe	Belarus Sailing Union Bulgarian Sailing Federation Kosovo Sailing Federation Macedonian Sailing Association of the Former Yugoslav Republic of Macedonia Moldovian Yachting Federation Montenegro Sailing Federation Polski Zwiazek Zeglarski Romanian Sailing Federation Serbian Sailing Federation Sailing Federation of Ukraine	2
D	South Europe	Cyprus Yachting Association Fédération Française de Voile Italian Sailing Federation Federazione Sammarinese Vela Hellenic Yachting Federation Israel Yachting Association Fédération Libanaise de Yachting Malta Sailing Federation Turkish Sailing Federation Yacht Club de Monaco	3
E	Iberian Peninsula	Federação Portuguesa de Vela Federació Andorrana de Vela Real Federación Española de Vela	1
F	Low Countries	Fédération Luxembourgeoise de Voile Fédération Royale Belge du Yachting Koninklijk Nederlands Watersport Verbond	1

	Group	**Nominating Authorities** ***(World Sailing Member National Authorities)***	***Numbers to be nominated to Council***
G	North Europe	Danish Sailing Association Estonian Yachting Union Finnish Sailing Federation Icelandic Sailing Association Lithuanian Yachting Union Norwegian Sailing Federation Swedish Sailing Federation Yachting Union of Latvia	2
H	Euro-Asian	Armenian Sailing Federation Georgian Sailing Federation Kazakhstan Sailing Federation Russian Yachting Federation Sailing Federation of Azerbaijan Sailing Federation of Kyrgystan	1
I	Middle East and West Asia	Bahrain Maritime Sports Association Kuwait Sea Sport Club Iran Canoeing, Rowing & Sailing Federation Iraqi Water Sports and Sailing Federation Oman Sailing Committee Palestine Sailing Federation Qatar Sailing and Rowing Federation Saudi Arabia Maritime Sports Federation UAE Marine Sports Federation	1
J	East Asia	Chinese Taipei Sailing Association Chinese Yachting Association Guam Sailing Federation Hong Kong Sailing Federation Japan Sailing Federation Korean Sailing Association Philippine Sailing Association Yacht Racing Association of the Democratic People's Republic of Korea	2
K	South and Central Asia	Brunei Darussalam Yachting Association Cambodia Sailing Federation Indonesia Sailing Federation Malaysian Yachting Association Myanmar Yachting Federation Pakistan Sailing Federation Singapore Sailing Federation Timor Leste Sailing Federation Vietnam Canoeing, Rowing and Sailing Federation Yachting Association of India Yachting Association of Sri Lanka Yacht Racing Association of Thailand	1
L	South West Pacific	Fédération Tahitienne de Voile Fiji Yachting Association Pago Pago Yacht Club (American Samoa) Papua New Guinea Yachting Association	2

		Sailing Cook Islands Samoa Sailing Association Yachting Australia Inc. Yachting New Zealand Vanuatu Sailing Association	
	Group	**Nominating Authorities** ***(World Sailing Member National Authorities)***	***Numbers to be nominated to Council***
M	South & West South America	Federación Argentina de Yachting Federación Chilena de Navegación a Vela Federación Ecuatoriana de Yachting Federación Peruana de Vela Yacht Club Uruguayo	1
N	Central & East South America	Confederação Brasileira de Vela e Motor Federación Paraguaya de Vela (FEPAVE)	1
O	North South America, Central America and Caribbean	Antigua Sailing Association Aruba Sailing Association Asociación Nacional de Navegación a Vela (Guatemala) Bahamas Sailing Association Barbados Sailing Association Inc. Belize Sailing Association Bermuda Sailing Association Cayman Islands Sailing Club Federación Colombiana de Vela Federación de Vela de Puerto Rico Federación Dominicana de Vela Federación Mexicana de Vela Federación Náutica de Cuba Federación Venezolana de Vela Grenada Sailing Association Inc. Jamaica Yachting Association Netherlands Antilles Sailing Federation Nicaraguan Federation of Sailing Panama Sailing Association Royal British Virgin Islands Yacht Club St Kitts and Nevis St Lucia Sailing Association St Vincent and the Grenadines Sailing Association Salvadorean Sailing Federation Trinidad and Tobago Sailing Association Virgin Islands Sailing Association (US)	2
P	North America	Canadian Yachting Association US Sailing	3

	Group	**Nominating Authorities** ***(World Sailing Member National Authorities)***	***Numbers to be nominated to Council***
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	2

SCHEDULE B

PROVISIONS RELATING TO GENERAL MEETINGS

1. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Member National Authorities, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine.

2. The President of the Federation shall preside as Chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Member National Authorities present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some representative of a Member National Authority who shall be present to preside.

3. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

   Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Member National Authorities shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

4. Save as expressly provided in these Articles, no member other than the properly appointed delegate of a Member National Authority, which shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of its membership, shall be entitled to vote on any question at any General Meeting.

5. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision thereon shall be final and conclusive.

6.1 Votes may be given on a poll only by a properly appointed delegate.

6.2 A corporation may only vote by its duly authorized delegate appointed in accordance with these Articles.

7. The instrument appointing a delegate shall be in writing under the hand of the appointor or its attorney duly authorized in writing, or if such appointor is a corporation under its common sealor under the hand of some officer duly authorized in that behalf.

8. The instrument appointing a delegate and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office or with the Chief Executive Officer not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or before the time appointed for the taking of a poll, and in default the person so named shall not be entitled to vote in respect thereof. No instrument of appointment shall be valid after the expiration of twelve months from the date of its execution.

9. A vote given shall be valid notwithstanding the previous revocation of the appointment of the relevant delegate, provided that no intimation in writing of the revocation as aforesaid shall have been received the Chief Executive Officer before the commencement of the meeting or adjourned meeting at which the appointment is used.

10. Any instrument appointing a delegate shall be in the following form or as near thereto as circumstances will admit:-

'We, ,
'of ,
'a Member National Authority of the Federation, ,
'hereby appoint ,
'of ,
,
as our delegate to vote for us on our behalf at the '[Annual/Extraordinary] General Meeting of the
'Federation to be held on 20 ,
'and at any adjournment thereof.
'Signed on 20 .'

The instrument appointing a delegate shall be deemed to confer authority to demand or join in demanding a secret vote or poll.

Names and addresses Of subscribers | Signatures

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1. Fort Street Nominees Limited
   3rd Floor, Celtic House
   Victoria Street
   Douglas
   Isle of Man IM1 2SJ

   _____

   For an on behalf of Fort Street Nominees Limited

2. Jordan Nominees (I.O.M.) Limited
   3rd Floor, Celtic House
   Victoria Street
   Douglas
   Isle of Man IM1 2SJ

   _____

   For and on behalf of Jordan Nominees (I.O.M.) Limited

Dated: 28 June 1996

Witness to the above signatures: Lorna Doyle
3rd Floor, Celtic House, Victoria Street
Douglas, Isle of Man, IM1 2SJ