

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
WORLD SAILING LIMITED

1. Memorandum of Association

- 1.1 The name of the company is “World Sailing Limited” (“the Federation”).
- 1.2 The Federation is a private company limited by guarantee.
- 1.3 The objects of the Federation are to act as the world governing body and international federation of the sport of Sailing in all its forms throughout the world, and in particular (but not limited to):
 - (a) to act as and carry out the functions and duties of a world governing body and international federation;
 - (b) to exercise the rights, duties, powers and responsibilities of an international federation under the terms of the Olympic Charter and the rules of the International Paralympic Committee;
 - (c) to promote the sport of Sailing in all its forms regardless of colour, gender, physical ability, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status;
 - (d) to establish, supervise, interpret and amend the rules regulating racing and to adjudicate disputes and take any appropriate disciplinary action (including the imposition of appropriate penalties);
 - (e) 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;
 - (f) to act as the organizing authority of the Olympic, and if applicable, the Paralympic, Sailing competitions;
 - (g) to control, organise, conduct, license or sanction other championships, Sailing events or activities;
 - (h) 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;
 - (i) to represent and protect the interests of any member of the Federation;
 - (j) 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,

- (k) 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; and,
- (l) to provide administrative services of any sort whatsoever to the members of the Federation and at the discretion of the Board to any other body or person interested in or associated with Sailing in any of its forms;

and in furtherance of such objects the Federation has all the powers of a natural person or company under law and may do all such acts or things which are necessary, desirable, incidental or conducive to advancing the objects.

- 1.4 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 or she is a member or within one year after they cease to be a member, for payment of the debts and liabilities of the Federation contracted before they cease 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.
- 1.5 The registered office of the company is 69 Athol Street, Douglas, Isle of Man, IM1 1JE.
- 1.6 The registered agent of the company is Dixcart Management (IOM) Limited.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
WORLD SAILING LIMITED

PART I - MEMBERSHIP

1. Office

- 1.1 The registered office of the Federation shall be on the Isle of Man as required by law.
- 1.2 The Federation may have additional offices outside the Isle of Man as decided by the Board.

2. Language

- 2.1 The official language of the Federation is English.
- 2.2 Other working languages may be introduced and subject to Article 20.8, simultaneous translations may be provided at meetings as decided by the Board.

3. Membership

- 3.1 The Federation has the following categories of Membership:
 - (a) Member National Authorities (see Article 4);
 - (b) Associate Members (see Article 5);
 - (c) Continental Associations (see Article 6);
 - (d) World Sailing Class Associations (see Article 7);
 - (e) Recognised Organisations (see Article 8); and,
 - (f) Honorary Members (see Article 9.1).
- 3.2 Applications for Membership shall be decided by the General Assembly in accordance with the Regulations. Subject to Article 3.3, only the General Assembly may admit, suspend or cancel the membership of a Member.
- 3.3 The Board may provisionally admit or suspend a Member until the next ordinary meeting of the General Assembly held under Article 16.1.
- 3.4 Any challenge to the status of an existing Member shall be decided by the General Assembly in accordance with the Regulations.
- 3.5 Membership is not transferable and is permanent unless and until:
 - (a) the Member resigns on six months' notice in writing to the Chief Executive Officer;
 - (b) the Member has its membership cancelled by the General Assembly; or

- (c) death (in the case of an Honorary Member), or, in the case of a corporation, organisation, society or similar entity, the Board decides that there has been an appointment of a liquidator, administrator or receiver, a winding-up, or any insolvency event (or the equivalent in the jurisdiction of incorporation of the corporation).

4. Member National Authorities

4.1 Only a national sailing authority may apply for membership of the Federation as a Member National Authority.

4.2 A national sailing authority is an organisation which meets the following criteria in the sole opinion of the General Assembly:

- (a) it controls the sport of Sailing in any country (or in any territory granted status as an Olympic nation) as recognised by the International Olympic Committee;
- (b) it is organized on a national basis and capable of exercising its mandate wherever there is significant Sailing activity;
- (c) it represents officially through membership or affiliation, a significant majority of the yacht or Sailing clubs and other Sailing organisations in the country;
- (d) it is recognised by the appropriate National Olympic Committee either:
 - (i) at the time of the application; or,
 - (ii) by a date approved by the Board following becoming a Member National Authority,
- (e) it is recognised by the appropriate governmental sports authority (if there is one); and,
- (f) it has a constitution which:
 - (i) has been approved by a majority of its members at a meeting called for the purpose;
 - (ii) provides for reasonable representation of all Sailing organisations within the country which are members (or has such other arrangements that the Board is satisfied represent the best interests of every class of members referred to in it);
 - (iii) requires at least one annual meeting of members for which notice is provided of the meeting and the business to be conducted at the meeting;
 - (iv) provides for the election of the majority of its officers by its members on a regular basis; and,
 - (v) has been approved by the Board following the recommendation of the Governance Committee.

5. Associate Membership

5.1 An applicant to be an Associate Member must be an organisation which meets the following criteria in the sole opinion of the General Assembly:

- (a) the territory is not recognised by the International Olympic Committee (not being a country under paragraph 1 of Rule 30 of the Olympic Charter);

- (b) it promotes and manages the sport of Sailing within its territorial waters independently of another country or territory (including the governance of the applicant);
- (c) if the territory in question is an integral part of, or has some dependent (e.g. colonial relationship) with, a parent state, the Member National Authority of such state has granted its consent to the application;
- (d) the territory is geographically separated from any parent state by the sea, without bordering, or being in close proximity to, it or its coastal waters;
- (e) another country's laws do not require a competitor of the applicant territory to compete under the jurisdiction of that country and its Member National Authority; and,
- (f) it has a constitution which meets the requirements in Article 4.2(f).

6. Continental Associations

6.1 An applicant to be a member as a Continental Association must be an organisation which meets the following criteria, in the sole opinion of the General Assembly:

- (a) it represents a Continent of World Sailing;
- (b) at least two-thirds of the Member National Authorities in the Continent it represents are members;
- (c) its objects include:
 - (i) the promotion of the sport of Sailing in its area of influence;
 - (ii) the co-ordination, together with Member National Authorities within the Continent, of the competition calendars to avoid clash of dates of competitions;
 - (iii) the establishment of the basis for development and promotion of classes, which are popular in its territorial area, though not recognized by World Sailing;
 - (iv) the promotion of race officials' education and the encouragement of exchanges of race officials between countries in its area; and,
 - (v) the co-ordination of competition activities with the Member National Authorities and the regional sports organisations within their regions which are responsible for organizing sports events in their region.
- (d) it has a constitution which meets the requirements of Article 4.2(f) as far as relevant.

7. World Sailing Class Associations

7.1 An international class association may be admitted as a World Sailing Class Association if, in the sole opinion of the General Assembly, it meets the criteria set out in the Regulations.

8. Recognised Organisations

8.1 Any other organisation may be admitted to membership as a Recognised Organisation if it meets the following criteria:

- (a) it is a self-administered international organisation;
- (b) it is not a national sailing authority nor a World Sailing Class Association (or the members thereof);
- (c) it is interested in, or associated with, the sport of Sailing;
- (d) its rights, if admitted, would not conflict with the rights of another Member; and,
- (e) it has a constitution which meets the requirements of Article 4.2(f) as far as relevant.

9. Honorary Members & Titles

- 9.1 The General Assembly may admit any person who has demonstrated outstanding or exceptional service to the Federation or the sport of Sailing to honorary membership of the Federation.
- 9.2 The General Assembly may confer on any individual any title of honour recommended by the Board. Such honorary title does not confer any other rights, privileges, duties or responsibilities on the recipient. The General Assembly or the Board may remove any honorary title if there is a good reason to do so.

10. Rights of Membership

- 10.1 Subject to the Constitution and the Regulations, Member National Authorities have the following rights of membership:
- (a) to exercise the rights and powers of a Member National Authority under the Racing Rules of Sailing and the Regulations;
 - (b) to enter, whether directly or through its affiliated clubs and organisations, boats in racing held under the Racing Rules of Sailing;
 - (c) subject to Article 14.4, to appoint a Delegate to the General Assembly and to vote;
 - (d) to submit nominations for the election to the Board and for membership of Committees and Sub-committees;
 - (e) to be a member of the relevant Continental Association (subject to its constitution);
 - (f) to receive an annual report from the Board and the annual audited financial statements;
 - (g) to receive circulars and other official information from the Federation;
 - (h) to make Proposals to World Sailing in accordance with the Regulations; and,
 - (i) any other rights or privileges granted under this Constitution and the Regulations.
- 10.2 Other Members have the rights of membership set out in Articles 10.1(f) to 10.1(h).

11. Obligations of Membership

- 11.1 It is an obligation of all Members of the Federation:
- (a) to promote the objects, interest and influence of the Federation;

- (b) to carry out, and comply with, the rules, regulations and decisions of the Federation;
 - (c) to refrain, and 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;
 - (d) ensure that there is no unlawful discrimination on the grounds set out in clause 1.3(c) of the Memorandum of Association;
 - (e) to maintain its eligibility for Membership under the relevant Article of this Constitution;
 - (f) to prevent improper use or abuse of terms such as “world”, “continental”, “international” or “regional” that properly relate to activities recognized by the Federation (including as specified in the Regulations); and,
 - (g) to pay the annual subscription and any other fees, dues or other payments as and when due.
- 11.2 Member National Authorities must carry out the duties and responsibilities of a national authority under the Racing Rules of Sailing and the Regulations in a due and proper manner.
- 11.3 World Sailing Class Associations must implement the objects and decisions of the Federation affecting their classes and protect the design characteristics of their classes.
- 11.4 Member National Authorities must comply with the following obligations (unless granted an exemption by the Board on such terms as it may think fit):
- (a) remain autonomous, manage their internal affairs independently, and ensure that no third party (whether state, government or private) interferes with their operations (however a Member National Authority may accept an appropriate level of control over its financial affairs in order to meet any conditions imposed on financial grants or allowances paid to it, provided that such control does not extend to interference in the Member National Authority’s strategy or operations);
 - (b) resist any political, religious or financial pressure that may infringe their obligations to observe the World Sailing Constitution and Regulations;
 - (c) report any interference (or attempted interference) to the Chief Executive Officer as soon as reasonably practicable;
 - (d) make provision for an election or internal appointment system that ensures complete independence of the Member National Authority from state, government or other public authority interference (provided that a Member National Authority may, in its discretion, elect representatives from those authorities); and,
 - (e) not permit state, government or other public authorities to appoint members of the executive board (or equivalent) of the Member National Authority (provided that the Member National Authority may, in its discretion, permit a limited number of non-voting positions on such board to external representatives).
- 11.5 In addition to the powers of the General Assembly and the Board under Articles 3.2 and 3.3, the Board may take the following actions for a breach of Article 11.4:

- (a) issue a formal warning to the Member National Authority and require it to take such measures as are necessary to comply with its obligations within a certain period of time; and/or,
- (b) not recognize the decisions made by the Member National Authority or any elections or appointments made by it.

12. Suspension of Membership

12.1 A Member can be suspended if:

- (a) it has not paid its annual subscription (including all arrears) or any fees, dues or other payments due to the Federation or any of its subsidiary or associated companies;
- (b) is in breach of any provision of the Constitution or Regulations (or any obligation imposed on it by the Constitution or Regulations);
- (c) acts in a manner which is contrary to the objects of the Federation; or,
- (d) is subject to one of the actions listed in Article 3.5(c).

12.2 If suspension of Membership is proposed:

- (a) under Article 12.1(a), the Chief Executive Officer must first certify in writing that the debt has been outstanding for more than 30 days following a written demand for payment from the Federation; or,
- (b) under any other Article, the Member must first be notified in writing by the Board of the proposal to suspend it, together with reasons, and the Member must be given at least 30 days to respond (or, in cases of urgency, such lesser period as the Board may consider appropriate).

12.3 Any Member whose suspension is proposed shall have the right to address the General Assembly prior to any vote on the matter.

12.4 The General Assembly may impose conditions on any suspension, including its length and the terms on which it may be reinstated.

12.5 The Board is authorised to reinstate a Member if:

- (a) it was suspended under Article 12.1(a) and the Chief Executive Officer has certified that all monies owing to the Federation have been paid; or,
- (b) in any other case, the General Assembly authorised the Board to reinstate the Member (subject to any conditions the General Assembly made in its decision).

13. Cancellation of Membership

13.1 A Member can have its membership cancelled if it:

- (a) has been suspended under Article 12.1(a) for at least twelve months;
- (b) has persistently or repeatedly breached any Article, Regulation or any obligation imposed on it by the Constitution or Regulations;
- (c) acted in a manner which:
 - (i) is contrary to the objects of the Federation; and,
 - (ii) its acts brought, or may have brought, the Federation or the sport of Sailing into serious disrepute, or,

(d) is subject to one of the actions listed in Article 3.5(c).

13.2 The procedures in Articles 12.2 and 12.3 also apply to cancellation of membership.

14. Subscriptions

14.1 Every Member, other than an Honorary Member, must pay an annual subscription to the Federation of such amount as the ~~Board~~ General Assembly may decide on the recommendation of the Board. For the Year 2021, the annual subscription shall be the amount decided by the Board prior to 1 December 2020.

14.2 The annual subscription is due on the last day of January in each calendar year (or within thirty days if the subscription invoice is sent later).

14.3 The Board may suspend, deny or withhold any rights or privileges of membership until a Member's annual subscription and all arrears (if any) are paid.

14.4 In addition to Article 14.3, from 1 February 2022 onwards at any General Assembly a Member National Authority which:

- (a) has been a Member National Authority for more than two years as of the date of the meeting; and,
- (b) did not pay, within thirty days of the due date in Article 14.2, its annual subscription for that calendar year and the previous calendar year,

is not entitled to attend, speak or vote at the General Assembly. This rule applies whether or not the arrears are paid prior to the meeting.

PART II – GENERAL ASSEMBLY

15. The General Assembly

15.1 A general meeting of the Federation is known as a General Assembly.

16. General Assembly: Convening and Notice

16.1 The ordinary annual meeting of the General Assembly shall be held at a location, date and time decided by the Board in accordance with this Constitution.

16.2 The Chief Executive Officer shall call the ordinary annual meeting under the authority of the Board and must also call an extraordinary meeting of the General Assembly whenever:

- (a) the Board resolves to do so for any reason; and,
- (b) required to do so under section 67(2) of the Act¹.

16.3 At least twenty-one clear days' notice of meetings of the General Assembly shall be given to all Members and to the auditors of the Federation. The notice shall specify:

- (a) the date, time and location of the meeting;
- (b) the date and time by which Delegates must be registered with the Chief Executive Officer; and,
- (c) the items of business to be discussed at the meeting including all resolutions properly proposed.

¹ Section 67(2): *The directors of a company shall call a meeting of the company to consider a resolution if requested in writing to do so by a member or members holding at least 10 per cent ... of the voting rights in relation thereto.*

- 16.4 The content of the notice (which constitutes the agenda) shall be set under the authority of the Board and shall contain all items of business that are:
- (a) required by law;
 - (b) required under the Constitution, Regulations or any rules of procedure of the General Assembly; and,
 - (c) for the ordinary annual meeting, Proposals submitted by any Member National Authority under Article 16.5.
- 16.5 Any Proposal from a Member National Authority to amend the Constitution or which is otherwise within the powers of the General Assembly under Article 17 must be submitted to the Chief Executive Officer no later than 1 July in each calendar year.
- 16.6 The General Assembly must meet at a location which the Board decides meets the criteria approved by the General Assembly for the location of its meetings.
- 16.7 The ordinary annual meeting of General Assembly shall be held in the last three months of the calendar year.

17. General Assembly: Powers

17.1 The General Assembly has the power to:

- (a) approve the strategy of World Sailing as recommended by the Board not less than every 4 years;
- (b) elect the President and the elected directors;
- (c) remove the President or any member of the Board under section 96 of the Act;
- ~~(d)~~ admit, suspend and cancel Membership;
- ~~(d)~~~~(e)~~ approve the annual subscriptions on the recommendation of the Board;
- ~~(f)~~ amend the Constitution;
- ~~(e)~~~~(g)~~ reject or amend a change to the Regulations made by Board in accordance with Article 17.3;
- ~~(f)~~~~(h)~~ receive the annual report of the Board (a report on the Federation's activities since the last General Assembly and progress against the World Sailing strategy);
- ~~(i)~~ receive the annual audited financial statements of the Federation (including its group of companies) for the previous financial year;
- ~~(g)~~~~(i)~~ approve the Financial Plan on the recommendation of the Board and receive annual reports from the Board on progress against the Financial Plan;
- ~~(h)~~~~(k)~~ receive a report from the Board on its policies and procedures for the financial management, internal control and risk management of the Federation;
- ~~(j)~~~~(l)~~ appoint the external auditors on the recommendation of the Board;
- ~~(j)~~~~(m)~~ approve the criteria for the location of its meetings (see Article ~~16.5~~16.6);
- ~~(n)~~ approve ~~or reject~~ the events and equipment for the Olympic Games ~~as on the recommendation of recommended by~~ the Olympic Council;

(o) on the recommendation of the Olympic Council, make, amend or revoke any Regulations which govern the procedures for the selection, review or removal of Olympic Events and Equipment;

~~(k)~~(p) receive reports on the progress and outcomes of any Olympic Games, Paralympic Games, World Sailing events and any special events held in the previous year and to be held in the following year;

~~(h)~~(g) approve the appointment of members of the Independent Bodies on the recommendation of the Nominations Panel;

~~(m)~~(r) remove the members of the Independent Bodies if they have breached a provision of the Constitution or Regulations (and the member must first have the opportunity to make representations to the General Assembly);

~~(n)~~(s) dissolve, liquidate or otherwise wind-up the Federation in accordance with the law of the Isle of Man; and,

~~(e)~~(t) to carry out any other functions expressly conferred on the General Assembly by the Constitution.

17.2 A resolution under Articles ~~17.1(f)~~17.1(e), or ~~17.1(s)~~17.1(e) must be passed by at least seventy-five per cent of the Delegates present (whether in person or attending remotely) and voting.

17.3 At each ordinary meeting, the General Assembly may reject or amend a change to the Regulations made by the Board since the deadline for Proposals to the previous ordinary meeting of the General Assembly provided that:

(a) the request to do so must be made through a Proposal submitted under Article 16.5;

(b) the General Assembly must consider any appropriate recommendations made to it by the Board and the Councils, Committees, Sub-committees or Ad Hoc Committees prior to making its decision; and

(c) any decision of the Board shall be binding until the decision of the General Assembly and the decision of the General Assembly shall not have retrospective effect.

17.4 Except for decisions taken within its powers, any other decision of the General Assembly is advisory to the Board as an indication of the wishes of the Membership.

18. General Assembly: Attendance

18.1 Member National Authorities may only be represented at a General Assembly by Delegates and if entitled to participate under Articles 14.3 and 14.4. The following provisions apply to Delegates:

(a) Each Member National Authority may appoint one Delegate to attend, speak and vote on its behalf. A Delegate can only represent one Member National Authority. No ~~other~~ appointment of proxies is permitted.

- (b) Each Member National Authority must send to the Chief Executive Officer a certificate of appointment of its Delegate no later than seven days prior to the date and time of the meeting.
- (c) Certificates of appointment which do not comply with this Article 18.1 in the opinion of the President, having taken advice from the Governance Committee, are invalid.
- (d) The certificate of appointment must be signed by the president, secretary general or chief executive (or other chief officer) of the Member National Authority.
- (e) Delegates must be a member of the Member National Authority they represent (or if the Member National Authority has no personal members, a member of an organisation affiliated to the Member National Authority). Proof of membership must accompany the certificate of appointment.

18.2 Delegates may attend and speak remotely via electronic means and the Board must make suitable arrangements for this. The Board may also, if it is satisfied that the arrangements are sufficient, authorise voting remotely by electronic means.

18.3 Prior to the start of the meeting, if:

- (a) a valid certificate of appointment for a Delegate has been received; and,
- (b) the Delegate now cannot act due to an emergency or proper reason outside their control,

they may appoint an alternate Delegate if:

- (c) the alternate Delegate would otherwise comply with Article 18.1;
- (d) the certificate of appointment authorises the Delegate to appoint an alternate Delegate; and,
- (e) written notice is first given to the Chief Executive Officer and is approved by the President.

18.4 In addition to Delegates, the following are entitled to attend and speak at meetings of the General Assembly:

- (a) the President and directors of the Board;
- (b) one representative of each Member (other than Member National Authorities or Honorary Members) if written notice of their appointment has been given under the provisions of Article 18.1 (as applied to the Member);
- (c) the chairs of the Nominations Panel, Board Sub-committees, Committees, Sub-committees and the Independent Bodies;
- (d) the Chief Executive Officer; and,
- (e) the external auditors.

In addition, any other person may attend and speak as decided by the chair of the meeting.

18.5 The Board must keep under review whether the Federation can contribute towards the costs of Delegates attending the General Assembly.

19. General Assembly: Quorum

- 19.1 Subject to Article 19.2, a quorum of the General Assembly is thirty Member National Authorities present by their Delegates in person (not remotely).
- 19.2 If a quorum is not present within sixty minutes of the scheduled time of the meeting, or later ceases to be present (after allowing for a short adjournment), then:
- (a) at the ordinary annual meeting, the chair shall adjourn it to resume and be held electronically within the next fourteen days and the Delegates present at such electronic meeting shall then constitute a quorum (even if there are not thirty present); or,
 - (b) for any other meeting, the chair shall close the meeting forthwith.

20. General Assembly: Chair, Procedures & Voting

- 20.1 The chair of the General Assembly is the President.
- 20.2 If the President is unavailable or cannot for any reason assume the chair, the Board shall appoint one of its number to act as chair of that meeting.
- 20.3 Subject to Article 14, each Delegate of a Member National Authority is entitled to one vote. In the case of a tie, the chair shall have a casting vote (but not during any election when any tie shall be resolved in accordance with Articles 49 or 50).
- 20.4 Any objection to the qualification of a Delegate to vote shall be raised at the first reasonable opportunity as decided by the chair. Objections shall be decided by the chair whose decision shall be final.
- 20.5 The chair may adjourn the meeting to a different time or place with its consent and shall do so when directed by it. No business shall be transacted at an adjourned meeting other than business which was on the original notice of meeting.
- 20.6 The General Assembly shall govern its own procedures in accordance with rules of procedure approved by the Board which are consistent with this Constitution.
- 20.7 The Board shall ensure that meetings of the General Assembly are open to observers from Members (the nature and number of which to be decided by the Board from time to time). The Board may also permit the meeting to be publically broadcast and permit accredited media to attend.
- 20.8 The Board shall arrange translation from English to and from French and Spanish (or any other appropriate language) if, in its opinion, it is reasonable and financially viable to do so.
- 20.9 The agenda, minutes and supporting papers of the General Assembly must be published on the World Sailing website (unless there is good reason not to do so).

21. Members' Conference

- 21.1 A conference shall be held in conjunction with each ordinary annual meeting of the General Assembly. The purpose of the conference is to discuss ideas, developments and issues in Sailing with Members and stakeholders. The programme for the conference shall be decided by Board, after consultation with the Members.

PART III – BOARD

22. The Board

- 22.1 The directors of the Federation shall collectively constitute its non-executive board of directors (“the Board”).
- 22.2 The Board is responsible for the governance of the Federation and for making all decisions not otherwise reserved to the General Assembly or another body under the Constitution.

23. The Board: Role and Powers

23.1 The directors must at all times:

- (a) act in good faith in the best interests of the Federation;
- (b) act in accordance with the Constitution and Regulations;
- (c) exercise their powers only for purposes allowed by law;
- (d) exercise independent judgement;
- (e) not use the property, information or opportunities available to the Federation for their own benefit;
- (f) disclose any interests and act in accordance with World Sailing’s conflicts of interest rules;
- (g) act with the care, skill and diligence that a reasonable director would exercise; and,
- (h) ensure that Members are treated impartially and fairly.

23.2 In exercising its powers and responsibilities, the Board must at all times consult as it considers appropriate with the Members and consider any appropriate recommendations made to it by the Councils, Committees, Sub-committees or Working Groups.

23.3 The Board has the following powers and responsibilities to:

- (a) develop the strategy of the Federation for approval by the General Assembly (not less than every four years) and to report annually to the General Assembly on progress against such strategy;
- ~~(b)~~ admit or suspend Members on a provisional basis under Article 3.3;
- ~~(b)(c)~~ recommend the annual subscription for approval by the General Assembly;
- ~~(c)(d)~~ approve the annual plan for the financial year and report annually to the General Assembly on progress against the annual plan;
- ~~(d)(e)~~ recommend amendments to the Constitution to the General Assembly (having considered the recommendation of the Governance Committee);
- ~~(f)~~ make, amend and revoke the Regulations of World Sailing (except for Regulations which govern the procedures for the selection, review or removal of Olympic Events and Equipment);
- ~~(e)~~—;
- ~~(g)~~ review and change any decision of the Rules Committee to change the Racing Rules of Sailing;

~~(f)~~(h) recommend the Financial Plan for approval by the General Assembly and to report annually to the General Assembly on progress against such Financial Plan;

~~(g)~~(i) approve and monitor the annual budget and financial forecasts;

~~(h)~~ ~~set the annual subscription fees of the Members;~~

~~(i)~~(j) approve the annual audited financial statements of the Federation (including its group of companies) and determine the financial reporting date of the Federation (as permitted by law);

~~(j)~~(k) recommend the appointment of the external auditors to the General Assembly;

~~(k)~~(l) appoint the Chief Executive Officer (including setting the terms and conditions of appointment and monitoring performance) and removing the Chief Executive Officer (in accordance with applicable law);

~~(l)~~(m) approve and monitor delegations of authority to the Chief Executive Officer, and from the Chief Executive Officer to the staff;

~~(m)~~(n) appoint and remove the company secretary and registered agent of the Federation;

~~(n)~~(o) through the Board's Audit Sub-committee, monitor internal controls and risk management policies and assess their effectiveness;

~~(o)~~(p) approve and monitor policies and procedures for financial management, risk management and legal compliance;

~~(p)~~(q) approve and monitor the policies of the Federation and any subsidiary companies or related entities for the management of staff, systems, procurement, and other internal procedures;

~~(q)~~(r) approve the establishment, maintenance and dissolution of subsidiaries and related entities of the Federation (and report to the General Assembly on their affairs);

~~(r)~~(s) approve the branding of the Federation and its assets and properties;

~~(s)~~(t) approve World Sailing events and the calendar of the events designated under the Regulations;

~~(t)~~(u) approve, award and sanction World Sailing events and special events;

~~(u)~~(v) make decisions on matters referred or recommended to it by the Olympic Council and Participation & Development Council;

~~(v)~~(w) appoint and approve race officials to events under the Racing Rules of Sailing in accordance with the Regulations;

~~(w)~~(x) if Sailing is on the programme of the Paralympic Games, approve the events and equipment on the recommendation of the Para Sailing Committee;

~~(x)~~(y) appoint and dissolve such Board Sub-committees (including an Audit Sub-committee of the Board) as it considers appropriate to advise the Board on its responsibilities (including the terms of reference);

~~(y)~~(z) appoint, on the recommendation of the Nominations Panel, the chairs and members of the Committees and Sub-committees;

~~(z)~~(aa) appoint and dissolve such ~~Working Groups~~Ad Hoc Committees as it considers appropriate to advise a Committee or Sub-committee, the Chief Executive Officer or the Board, including to appoint the chairs and members of such Working Groups;

~~(aa)~~(bb) approve the terms of reference of Committees, Sub-committees and Working Groups and monitor progress against agreed activity plans; and,

~~(bb)~~(cc) resolve and determine any disputes or matters not provided for under the Constitution or Regulations.

23.4 If not reserved to another body under this Constitution, the Board may exercise all legal and other powers and other functions of the Federation.

23.5 The powers of the Board may only be exercised:

- (a) at a properly convened meeting at which a quorum is present; or,
- (b) under the terms of a resolution passed by the Board (which may include a written resolution).

23.6 The Board may delegate by resolution any of its powers to one or more directors, including the President, or to the Chief Executive Officer. Any delegation is subject to any conditions the Board imposes and must be minuted. The Board may vary or revoke the delegation at any time.

24. Board: Membership

24.1 The Board shall consist of ~~nine~~up to twelve directors, who shall be:

- (a) the President elected in accordance with Article 50;
- (b) ~~five~~seven directors elected in accordance with Article 50 (an “elected director”);
- ~~(c)~~ two directors appointed in accordance with Article 51 (an “appointed director”);
- ~~(c)~~(d) any Additional Director, if appointed in accordance with Article 51.5; and,
- ~~(d)~~(e) the Chair of the Athletes’ Committee elected by the Athletes’ Committee.

24.2 Under section 110(1) of the Act, a director shall not appoint an alternate².

24.3 At least ~~two~~three of the elected directors shall be of each gender; and across the Board as a whole, at least ~~three~~four directors shall be of each gender.

24.4 No more than one director (including President) may be Ordinarily Resident in the same country at the date of election or appointment and during their term of office. This does not apply to the Chair of the Athletes’ Committee.

24.424.5 Following each election and the conclusion of any consequent appointment process, there must be at least one director Ordinarily Resident in each Region (this includes the Chair of the Athletes’ Committee). Once elected or appointed, a director must remain Ordinarily Resident in their Region unless a change would not breach this Article and the change is approved by the Board. This Article does not prevent a director being resident more than one country.

24.524.6 In order to be a member of the Board, a person must, upon election or appointment and during the term of office:

² s. 110(1) *Subject to the memorandum or articles of a company, a director of the company may by a written instrument appoint an alternate who need not be a director.*

- (a) be eligible under the law of the Isle of Man to hold office as a company director;
- (b) have delivered to the Chief Executive Officer such documents as are required by law to be delivered on appointment as a company director;
- (c) not have not been:
 - (i) convicted of a serious criminal offence or other offence or regulatory finding (whether imposed by a court, tribunal or disciplinary body) which brings or may bring World Sailing into disrepute);
 - (ii) barred from holding office as a director by the Disciplinary Tribunal; or
 - (iii) convicted of an anti-doping rule violation;

~~(d) not be an Employee, board member, president or honorary president of a Member National Authority, World Sailing Class Association or Continental Association;~~

~~(e)~~(d) not be an Employee of World Sailing, and,

these requirements are in addition to any other eligibility requirements for election or appointment.

~~24.6 If an Employee, board member, president or honorary president of a Member National Authority, World Sailing Class Association or Continental Association is elected or appointed to the Board, they must give notice of their resignation from that position within 24 hours of the election or appointment, and the resignation must take effect no later than three months from the notice date. If the person does not give notice as required, the position on World Sailing Board shall be declared vacant and shall be filled in accordance with Article 25.6.~~

25. Board: Terms of Office

25.1 Directors shall hold office for a term of approximately four years, which shall:

- (a) start, if an elected director, at the conclusion of the General Assembly at which they were elected, and if an appointed director, on the date of their appointment; and,
- (b) end at the conclusion of the General Assembly held at the end of the fourth year of their term.

However, the term of office of any Additional Director shall start on the date of appointment and end at the conclusion of the next General Assembly at which the next election of an elected director occurs.

25.2 No director may hold office for more than two terms of office in total (consecutively or non-consecutively). However, the following exceptions apply:

- (a) a director may serve for up to two additional terms of four years as President (consecutively or non-consecutively); and,
- (b) in calculating the time served under this Article, no account shall be taken of time served as Chair of the Athletes' Committee.

For the avoidance of doubt, the provisions of this Article apply to terms of office served before and after the General Assembly in 2020.

25.3 Directors shall be elected and appointed as set out below. In the table, "Year 1" means the year of the Olympic Games (i.e. 2024, 2028, 2032 and so on).

Year	Election	Appointments
Year 1	The President Two Four elected directors Chair of the Athletes' Committee	One appointed director
Year 2	None	None
Year 3	Three elected directors	One appointed director
Year 4	None	None

25.4 Notwithstanding Articles 25.1 to 25.3, the provisions of Appendix A apply until the end of 2024.

25.5 The office of a director shall become vacant if:

- (a) the director resigns by notice in writing to the Chief Executive Officer;
- (b) the death of the director;
- (c) any of the events listed in Article ~~24.6~~~~24.5~~ occur;
- (d) the director fails to attend at least three meetings of the Board (without leave from the President or the Board) and the Board resolves to remove the director for that reason;
- (e) the director is removed from office by the General Assembly or the Disciplinary Tribunal; or,
- (f) in the case of the Chair of the Athletes' Committee, the Chair ceases to be chair of the Committee.

25.6 In the event of a vacancy:

- (a) for the position of President, the Board shall elect one of the elected directors to serve as acting President until the next General Assembly (at which meeting the General Assembly shall elect a new President to serve the remainder of the unexpired term);
- (b) for the position of Chair of the Athletes' Committee, the Committee shall elect one of its number to replace the Chair;
- (c) for all other elected directors, the position will remain vacant until the next General Assembly (at which meeting the General Assembly shall elect a new director of the same gender as the director who vacated the position to serve for the remainder of the unexpired term);
- (d) for any appointed director, the position will remain vacant until after the next General Assembly at which time the Board shall appoint a new director under Article 51; and
- (e) where the President and the other directors of the Board are removed as a whole under Article 17.1(b), or the number of directors in office at any one time

is less than five due to the removal of any directors under Article 17.1(b) or the directors otherwise vacating their office, the Chief Executive shall call an extraordinary meeting of the General Assembly, to be held as soon as practicable, at which an election shall be held to fill the vacancies. Such election shall be held in accordance with Articles 48 to 50.

Any term of office served to fill a vacancy as part of an unexpired term for a former director shall not count towards the terms of office in Article 25.2.

26. The Board: Board Sub-committees

- 26.1 A Board Sub-committee is a body appointed by the Board to carry out certain corporate and regulatory responsibilities on behalf of the Board. They report directly to the Board and carry out functions delegated to them.
- 26.2 The Board must establish and appoint an Audit Sub-committee (which shall have an independent chair recommended by the Nominations Panel and who may serve no more than two terms of four years in office).
- 26.3 The Board may appoint and dissolve ~~such~~ other Board Sub-committees as it considers appropriate (but not other Committees or Sub-committees).

27. The Board: Procedures

- 27.1 The Board shall meet on a regular basis as decided by it. Meetings of the Board shall be convened by the Chief Executive Officer on instruction from the President or any two directors.
- 27.2 Meetings of the Board are held in private but the Board may invite such persons to attend as it thinks fit.
- 27.3 The quorum for a meeting of the Board shall be five directors. The Board may regulate its proceedings as it thinks fit and, in particular:
- (a) may meet via conference call or other electronic means provided that persons participating in the meeting can hear and speak to other simultaneously; and,
 - (b) may pass a resolution in writing provided that:
 - (i) it is sent to all directors entitled to notice of a meeting; and,
 - (ii) it is consented to in writing by more than half of the directors entitled to vote on the resolution.
- 27.4 The President is the chair of the Board. If the President is unavailable or cannot for any reason assume the chair, the Board shall appoint one of its number to act as chair for that meeting (which shall be the Deputy Chair if one is elected).
- 27.5 The Board may elect, on an annual basis, one of its number to be Deputy Chair. A Deputy Chair shall only exercise any powers or responsibilities approved by the Board itself.
- 27.6 Every director is entitled to one vote unless disqualified from voting due to a conflict of interest by the chair of the meeting. In the event of a tie, the chair of the meeting has a second and casting vote.

~~27.7—The minutes of meetings of Board must be published on the World Sailing website unless the Board decides that, for reasons of confidentiality, commercial sensitivity or personal privacy, a specific part of the minutes shall be redacted. The reason for any~~

~~redaction shall be stated. A summary of all decisions and meetings of the Board shall be published on the World Sailing website unless there is good reason not to do so.~~

PART IV – PRESIDENT & CHIEF EXECUTIVE OFFICER

28. The President

28.1 The President is the principal representative of the Federation and the sport of Sailing.

28.2 The President has the following powers and responsibilities:

- (a) to act as the lead representative and spokesperson of the Federation;
- (b) to chair the General Assembly and the Board (and to ensure the proper and efficient administration of the business of those bodies);
- (c) to be a member of the Olympic Council and the Participation & Development Council;
- (d) to maintain relations with the Members;
- (e) to maintain relations with key stakeholders (including the International Olympic Committee, the International Paralympic Committee, governments, non-governmental organisations and other relevant external bodies);
- (f) to be a non-voting member of the Nominations Panel, except as stated otherwise in this Constitution;
- (g) as chair of the Board, to support and liaise regularly with the Chief Executive Officer, provide advice and ~~to~~ monitor their work; and,
- (h) to carry out any other functions conferred by the Constitution, Regulations or delegated to the President by the General Assembly or the Board.

29. The Chief Executive Officer

29.1 The appointment, terms and conditions, and removal of the Chief Executive Officer is decided by the Board.

29.2 The Chief Executive Officer is responsible for the management and operations of the Federation under the authority of the Board and subject to (in order of precedence):

- (a) the Constitution and Regulations; and,
- (b) the decisions, policies and procedures of the Board,

and any conflict or inconsistency in the above provisions must be referred to the Board for determination.

29.3 The Chief Executive Officer is responsible for:

- (a) developing the strategy of World Sailing (for approval by the Board and the General Assembly) and the annual plan (for approval by the Board);
- (b) implementing the strategy of World Sailing and the annual plan and reporting to the Board against it;
- (c) developing an annual ~~and quadrennial~~ budget for approval by the Board and the Financial Plan for consideration by the Board;

- (d) providing full financial reports and forecasts to the Board on a regular basis;
- (e) managing the operations of the Federation;
- (f) the appointment, monitoring and dismissal of staff;
- (g) sourcing and maintaining sponsors and other sources of revenue consistent with the strategy of World Sailing;
- (h) implementing the policies of the Federation and, (if directed by the Board for any subsidiary companies or related entities), on the management of staff, systems, procurement, and other internal procedures;
- (i) supporting the work of the Board Sub-committees, Committees, Sub-committees, ~~Working Groups~~Ad Hoc Committees;
- (j) recommending to the Board the establishment of Ad Hoc Committees ~~Working Groups~~ and thereafter managing their functions;
- (k) undertaking functions assigned by the Constitution or Regulations; and,
- (l) undertaking any other functions delegated by the Board.

29.4 Unless the body otherwise requires, the Chief Executive Officer or their nominee from the staff must attend in a non-voting capacity all meetings of:

- (a) the General Assembly;
 - (b) the Councils;
 - (c) the Board and (if requested) Board Sub-committees; and,
 - (d) all Committees, Sub-committees and Ad Hoc Committees~~Working Groups~~;
- and shall cause proper minutes to be taken of their proceedings.

29.5 In the event there is no Chief Executive Officer or one capable of acting, the Board may authorise another member of staff to exercise the powers and functions of the Chief Executive Officer.

PART VI – THE COUNCILS

30. The Olympic Council

30.1 The Olympic Council is responsible for recommending to the General Assembly the programme of events and equipment for the Olympic Games and any Regulations which govern the procedures for the selection, review or removal of Olympic Events and Equipment. If the General Assembly does not approve the Olympic Council's recommendation~~s~~, the matter must be returned to the Olympic Council to make another recommendation.

30.2 The Olympic Council is also responsible for making recommendations to the Board on:

- (a) the events and equipment for the Youth Olympic Games;
- (b) the qualification criteria and events for the Olympic;
- (c) the format and quota for the Olympic events;

- (d) other matters relating to the Olympic Games, including any pathway events such as the World Cup, and Olympic Class events, it considers appropriate; and,
- (e) any other matters requested by the Board.

30.3 The Board shall approve the terms of reference of the Council, which shall be consistent with this Constitution.

31. Olympic Council: Membership

31.1 Subject to Article 31.2, ~~t~~The Olympic Council shall consist of thirty-two members as follows:

- (a) one director appointed by the Board, (who shall be the Chair);
- (b) the President *ex officio*;
- (c) one other director appointed by the Board, (who must be of a different gender to the Chair);
- (d) the Chair of the Athletes' Committee *ex officio*;
- (e) the Chair of the Olympic Classes Sub-committee *ex officio*;
- (f) a representative elected by the Athletes' Committee (who must be a different gender to its Chair and have competed in a different Olympic Class than its Chair);
- (g) a representative from each of the Member National Authorities which hosted the preceding edition of the Olympic Games and will host the next edition of the Olympic Games;
- (h) fifteen representatives of Member National Authorities appointed in accordance with Article 32.1 (but excluding the host nations described in Article 31.1(g); and,
- (i) eight representatives of Member National Authorities appointed in accordance with Article 32.2 (but excluding the nations described in Article 31.1(g) and the Member National Authorities described in Article 31.1(h)).

In addition, any Member National Authority which competed in at least seven Events at the preceding Olympic Sailing Competition, and which is not already appointed to the Olympic Council under Article 32, may appoint a representative to the Council.

31.2 Until the conclusion of the Council's meeting held around the meeting of the 2022 General Assembly, the Olympic Council shall be constituted in the same manner as the Council of World Sailing under the Constitution that applied immediately prior to 1 November 2020 (except that all directors shall be members of the Council). The Council election scheduled for September 2020 shall still occur. During this time, Articles 31.1, 32, 38.1, 38.2 and 38.4 shall not apply.

32. Olympic Council: Appointments

32.1 ~~The F~~fifteen representatives shall be appointed by Member National Authorities who are the highest ranking fifteen Olympic nations at the preceding Olympic Sailing Competition (but excluding the host nations described in Article ~~31.1(g)~~~~29.1(f)~~). The ranking of these Member National Authorities shall be calculated by:

- (a) first, by number of gold medals;

- (b) second, by number of silver medals;
- (c) third, by number of bronze medals;
- (d) then, by number of highest ranking places (i.e. highest number of fourth places, then highest number of fifth places etc.); and,
- (e) in the event a tie remains, by the drawing of lots by the President.

32.2 ~~The Eight~~ representatives of ~~other~~ Member National Authorities (other than those specified in Article 32.1) shall be appointed as follows:

- (a) each of the six Regions is entitled to at least one seat;
- (b) the remaining two seats shall be allocated by the Board to the two Regions with the highest proportion of Member National Authorities who competed in the Olympic qualification events for the preceding Olympic Sailing Competition (including those specified in Article 32.1);
- (c) once the number of seats per Region is decided, the Member National Authorities in each Region shall vote to appoint the Member National Authority (or Authorities) for the Region. The highest polling Member National Authority(s) shall be entitled to the seat(s).
- (d) The election must be made either:
 - (i) if notified by the majority of Member National Authorities in the Region to the Chief Executive Officer (by a date and time specified by the Chief Executive Officer), at a meeting at which all Member National Authorities in a Region are entitled to attend; or otherwise,
 - (ii) by a ballot conducted electronically by the Chief Executive Officer.

32.3 Each Member National Authority which has a seat on the Olympic Council shall appoint their representative to be the member of the Council.

32.4 A Member National Authority representative may appoint an alternate representative from their Member National Authority in the event they cannot attend a meeting of the Olympic Council.

32.5 Each Member National Authority representative (including an alternate) must be a member of the Member National Authority that nominated them (or if the Member National Authority has no personal members, a member of an organisation affiliated to the Member National Authority). A Member National Authority representative must not be a director of World Sailing.

33. Olympic Council: Sub-committees

33.1 The Olympic Council shall have three Sub-committees:

- (a) the Olympic Events Sub-committee, which is responsible for reviewing and recommending to the Olympic Council policy and decisions in relation to the Olympic events;
- (b) the Olympic Equipment Sub-committee, which is responsible for reviewing and recommending to the Olympic Council policy and decisions in relation to the Olympic equipment; and,

- (c) the Olympic Classes Sub-committee, which is responsible for representing to the Olympic Council the views of the Olympic Class Associations on matters within the mandate of the Council.

33.2 Article 41 applies to the appointment and terms of reference of these Sub-committees as far as relevant. Article 52.10 applies to the appointment of the Olympic Classes Sub-committee.

33.3 The Sub-committees shall assist the work of the Olympic Council and, in accordance with the directions of the Olympic Council, undertake research, analysis, consideration of Proposals, options and consultation before making recommendations to the Olympic Council.

33.4 The Chairs of the Olympic Events and Equipment Sub-committees may attend and speak at meetings of the Olympic Council (but not vote or otherwise be a member of the Council).

34. The Participation & Development Council

34.1 The Participation & Development Council is responsible for making recommendations to the Board on participation and development of the sport of Sailing. The Board shall approve the terms of reference of the Council consistent with this Constitution.

35. Participation & Development Council: Membership

35.1 The Participation & Development Council shall consist of thirty-four members as follows:

- (a) one director appointed by the Board, (who shall be the Chair);
- (b) the President *ex officio*;
- (c) one other director appointed by the Board, who must be of a different gender to the Chair;
- (d) four representatives elected by and from the World Sailing Class Associations (who are not Olympic Classes) in accordance with Article 36.1;
- (e) the Chair of the Para Sailing Committee *ex officio*;
- (f) a representative from each of the Member National Authorities which hosted the preceding edition of the Youth Olympic Games and will host the next edition of the Youth Olympic Games; and,
- (g) twenty-four other representatives of Member National Authorities elected in accordance with Article 36 (but excluding the host nations described in Article 35.1(f)).

36. Participation & Development Council: Appointments

36.1 The four representatives of the World Sailing Class Associations shall be elected following an election conducted by the Chief Executive Officer. All World Sailing Class Associations, except Olympic Class Associations, are entitled to propose one candidate for election. All World Sailing Class Associations are entitled to vote. The four highest polling candidates shall be elected.

36.2 The twenty-four representatives of the Member National Authorities specified in Article 35.1(g) shall be appointed as follows:

- (a) each Region is entitled to four seats;
- (b) every Member National Authority in each Region which is involved in participation or development of non-Olympic classes is eligible to be elected for a seat (other than those nations described in Article 35.1(f));
- (c) all the Member National Authorities in each Region shall vote to appoint the four eligible Member National Authorities to be allocated a seat. The highest polling eligible Member National Authorities shall be entitled to the seats.
- (d) the election must be made either:
 - (i) if notified by the majority of Member National Authorities in the Region to the Chief Executive Officer (by a date and time specified by the Chief Executive Officer), at a meeting at which all Member National Authorities are entitled to attend; or otherwise,
 - (ii) by a ballot conducted electronically by the Chief Executive Officer.

36.3 Each Member National Authority which has a seat on the Participation & Development Council shall appoint their representative to be the member of the Council.

36.4 A Member National Authority representative may appoint an alternate representative in the event they cannot attend a meeting of the Participation & Development Council.

36.5 Each Member National Authority representative (including an alternate) must be a member of the Member National Authority (or if the Member National Authority has no personal members, a member of an organisation affiliated to the Member National Authority). A Member National Authority representative must not be a director of World Sailing.

37. Participation & Development Council: Sub-committees

37.1 The Participation and Development Council shall have three Sub-committees:

- (a) the Youth Sub-committee, which is responsible for reviewing and recommending to the Participation & Development Council policy and decisions in relation to World Sailing and other major international youth Sailing events;
- (b) the Specialist Racing Sub-committee, which is responsible for reviewing and recommending to the Participation and Development Council policy and decisions in relation to match racing, team racing and other specialist disciplines; and,
- (c) the World Sailing Classes Sub-committee, which is responsible for representing to the Participation & Development Council the views of the World Sailing Class Associations.

37.2 Article 41 applies to the appointment and terms of reference of these Sub-committees as far as relevant. Article 52.10 applies to the appointment of the World Sailing Classes Sub-committee.

37.3 The Sub-committees shall assist the work of the Participation & Development Council and undertake any necessary research, analysis, consideration of options and consultation before making recommendations to the Council.

37.4 The chair of each Sub-committee may attend and speak at meetings of the Participation & Development Council (but not vote or otherwise be a member of the Council).

38. The Councils: Members in General

38.1 Members of the Councils (other than directors) shall hold office for a term of approximately four years and may not serve more than two terms of office (consecutive or non-consecutive).

38.2 Other than World Sailing directors specifically appointed to a Council under Articles 31 or 35, no director of World Sailing may be a member of a Council.

38.3 No person, including a directors of World Sailing, may be a member of both Councils, except for the President. This does not prevent a Member National Authority from being represented by different persons on both Councils.

38.4 No more than three members of a Council may be Ordinarily Resident in the same country at the date of appointment and during their term of office.

38.5 The position of a member of the Councils shall be vacated in the event of:

- (a) resignation by notice in writing to the Chief Executive Officer;
- (b) death of the member;
- (c) if an *ex officio* member or director of World Sailing, they cease to hold the position that entitled them to membership of the Council;
- (d) the member fails to attend at least three meetings of a Council (without leave from the Chair or the Council) and the Board resolves to remove the member for that reason;
- (e) the member is removed from office by the Disciplinary Tribunal; or,
- (f) in the case of a representative of a Member National Authority, or World Sailing Class Association, they cease to be a member of or otherwise affiliated to that body.

38.6 Vacancies arising on the Councils shall be filled for the remainder of the unexpired term in the same manner as the original appointment.

39. The Councils: Procedures

39.1 The Councils shall each meet at least once in each calendar year in person and shall undertake work between its meetings by electronic means. The Councils may meet in and around the meeting of the General Assembly, but must not then make a recommendation to be considered by a body meeting in and around the same General Assembly, unless in exceptional circumstances approved by the Board.

39.2 Meetings of the Councils shall be convened by the Chief Executive Officer on instruction from their Chair or from any five Council members.

39.3 Meetings of the Councils shall be held in private open to any representative of a Member, unless the Council decides in open session that, for reasons of confidentiality, commercial sensitivity or personal privacy, a specific part of the meeting shall be closed. otherwise. If this occurs, and if room permits (as decided by the Chief Executive Officer), any representative of a Member may attend meetings at the discretion of the Chair.

- 39.4 The quorum for a meeting of the Council shall be:
- (a) fifteen members for the Olympic Council present in person of which twelve must be representatives of Member National Authorities; and,
 - (b) seventeen members for the Participation & Development Council present in person of which thirteen must be representatives of Member National Authorities.

The Board may permit remote attendance, speaking and voting in a like manner to a General Assembly.

- 39.5 If the Chair of a Council is unavailable or cannot for any reason assume the chair, the President shall take the chair. If the President is unavailable or cannot act for any reason, the Council shall appoint one of its number to act as chair for that meeting.
- 39.6 Every member of a Council is entitled to one vote unless disqualified from voting due to a conflict of interest as decided by the chair. In the event of a tie, the chair of the meeting has a second and casting vote.
- 39.7 The Board, having consulted with the Councils, shall determine their rules of procedure consistent with this Constitution.
- 39.8 The agenda, and minutes of the meetings of the Councils must be published on the World Sailing website unless a Council decides that, for reasons of confidentiality, commercial sensitivity or personal privacy, a specific part of the agenda or minutes shall be redacted. The reason for any redaction shall be stated.~~a summary of meetings of the Councils must be published on the World Sailing website unless there is good reason not to do so.~~

PART V – COMMITTEES, SUB-COMMITTEES & WORKING GROUPS AD HOC COMMITTEES

40. Role

- 40.1 The role of Committees, Sub-committees and Ad Hoc Committees~~Working Groups~~ is to:
- (a) act as subject-matter experts and develop ideas, consider Proposals, gather information, develop options and apply their expert knowledge and experience to proposals and options;
 - (b) consult with Members and other stakeholders on appropriate proposals and options;
 - (c) advise and make recommendations to their parent body;
 - (d) if expressly authorised to do so by the Constitution, Regulations or terms of reference, make decisions within any such authority; and,
 - (e) assist with various tasks on behalf of the Federation if requested by the Board.

41. Committees & Sub-committees

- 41.1 The following Committees are established:
- (a) Athletes' Committee, which is responsible for representing the views of Olympic athletes to the Board;

- (b) Governance Committee, which is responsible for recommending to the Board policy and decisions in relation to governance of the Federation;
- (c) Officials Committee, which is responsible for recommending to the Board policy and decisions in relation to race officials;
- (d) Oceanic & Offshore Committee, which is responsible for recommending to the Board policy and decisions in relation to oceanic and offshore racing;
- (e) Para Sailing Committee, which is responsible for recommending to the Board policy and decisions in relation to Para Sailing including, if applicable, events and equipment for the programme of the Paralympic Games;
- (f) Rules Committee, which is responsible for recommending to the Board policy and decisions in relation to class rules, the Equipment Rules of Sailing and the Racing Rules of Sailing;

41.2 Except as provided by their terms of reference approved by the Board or by this Constitution, Committees are advisory to the Board and are not authorised to make any decisions or incur any liability on behalf of World Sailing.

41.3 The Rules Committee is authorised to make, amend, interpret, and revoke the Equipment Rules of Sailing and the Racing Rules of Sailing (and all ancillary documents). The Oceanic & Offshore Committee is authorised to make, amend, interpret, and revoke the Offshore Special Regulations. However, the Board has the power to review and change any of the Committees' decisions upon being notified of them.

41.4 The Board will decide the terms of reference of the Committees (including a requirement for the Committee to prepare a work plan aligned to the strategy of World Sailing for approval by the Board).

41.5 Appointments to Committees are made by the Board acting under Article 52. Following consultation with the Committee, the Board may remove a member of a Committee for lack of active participation or for other good cause.

41.6 Members will be appointed for a term of four years and each member may serve for up to two terms of office (except that the chair of a Committee may serve an additional two terms of office). No term of office served on a World Sailing committee, sub-committee or commission prior to 2 November 2020 will count towards these term limits.

41.7 Each Committee will meet at least once per year in person on such dates and locations as are approved by the Board. Committees may meet in and around the meeting of the General Assembly, but must not then make a recommendation to be considered by another body meeting in and around the same General Assembly (except in exceptional circumstances approved by the Board).

41.741.8 The meetings of Committees held in person shall be open to any representative of a Member, unless the Committee decides that, for reasons of confidentiality, commercial sensitivity or personal privacy, a part or all of a meeting shall be closed.

41.8 The minutes of the meetings of Committees must be published on the World Sailing website unless the Committee decides that, for reasons of confidentiality, commercial sensitivity or personal privacy, a specific part of the minutes shall be redacted. The reason for any redaction shall be stated. ~~A summary of the meetings of Committees~~

~~must be published on the World Sailing website unless there is good reason not to do so.~~

42. Sub-committees

42.1 Except as provided by their terms of reference approved by the Board, Sub-committees are advisory to the Committee of which they assigned and are not authorised to make any decisions or incur any liability on behalf of World Sailing.

42.2 The following Sub-committees are established:

- (a) of the Olympic Council (see Article 33):
 - (i) the Olympic Events Sub-committee;
 - (ii) the Olympic Equipment Sub-committee; and,
 - (iii) the Olympic Classes Sub-committee,
- (b) of the Participation & Development Council (see Article 37):
 - (i) the Youth Sub-committee;
 - (ii) the Specialist Racing Sub-committee; and,
 - (iii) the World Sailing Classes Sub-committee,
- (c) of the Rules Committee:
 - (i) the Racing Rules Sub-committee, which is responsible for recommending to the Rules Committee policy and decisions in relation to the Racing Rules of Sailing; and,
 - (ii) the Equipment Rules Sub-committee, which is responsible for recommending to the Rules Committee policy and decisions in relation to the Equipment Rules of Sailing and class rules.

42.3 The provisions of Articles 41.2, and 41.4 to ~~1.141-8~~ apply to Sub-committees. The Board will decide the terms of reference of the Sub-committees (including a requirement for the Sub-committee to prepare a work plan aligned to the strategy of World Sailing for approval by the Board). Each Sub-committee will meet as required by its terms of reference.

42.4 Appointments to Sub-committees are made by the Board acting under Article 52. Following consultation with the Chair of any parent Committee and Sub-committee, the Board may remove a member of a Sub-committee for lack of active participation or for other good cause. This Article does not apply to the appointment of members to the Olympic Classes Sub-committee or the World Sailing Classes Sub-Committee which are appointed under Article 52.10.

42.442.5 ~~The meetings of Sub-committees held in person shall be open to any representative of a Member, unless the Committee decides that, for reasons of confidentiality, commercial sensitivity or personal privacy, a part or all of a meeting shall be closed.~~

42.542.6 ~~A summary~~The minutes of the meetings of Sub-committees must be published on the World Sailing website unless the Sub-committee decides that, for reasons of confidentiality, commercial sensitivity or personal privacy, a specific part of the minutes shall be redacted. The reason for any redaction shall be stated.~~there is good reason not to do so.~~

43. Ad Hoc Committees Working Groups

- 43.1 Ad Hoc Committees Working Groups are appointed to consider particular subjects or tasks by the Board. A Council, Committee, Sub-committee or Chief Executive Officer must refer a request for a Ad Hoc Committee Working Group to the Board for approval. A request shall include a recommendation of the membership of the Ad Hoc Committees Working Group (including its chair). Unless the work of a Ad Hoc Committee Working Group needs to be undertaken within less than twelve months, there should be expressions of interest sought by the Board from Member National Authorities and Class Associations for members of Ad Hoc Committees Working Groups.
- 43.2 Members of an Ad Hoc Committee Working Group must have skills, expertise and experience relevant to its purposes. Ordinarily, a Working Group will have between three to eight members.
- 43.3 The terms of reference and work plan of the Ad Hoc Committee Working Group must be approved by its appointing body and the Ad Hoc Committee Working Group shall report on a regular basis. The appointing body must report to the Board on the work of its Ad Hoc Committees Working Groups and the Board may dissolve any Ad Hoc Committee Working Group if in its opinion it is appropriate to do so.
- 43.4 An Ad Hoc Committee Working Group must not be appointed for a term of longer than two years unless the Board decides, after the two years has been completed, that there is a good reason to extend its mandate (up to no longer than a total term of four years) due the nature and extent of the work of the Ad Hoc Committee Working Group.
- 43.5 The Chief Executive Officer must publish a list of all Ad Hoc Committees Working Groups and their members.

PART V – PANELS & INDEPENDENT BODIES

44. Nominations Panel

- 44.1 The role of the Nominations Panel is to identify, assess and recommend candidates for appointment as:
- (a) appointed directors;
 - (b) the independent chair of the Board's Audit Sub-committee;
 - (c) the chairs and members of Committees and Sub-committees; and,
 - (d) the Independent Bodies (excluding the Nominations Panel itself).
- 44.2 The Nominations Panel is appointed by the Board and must consist of:
- (a) three Independent persons with expertise in appointing to non-executive roles (one of whom is to be appointed as its chair); and,
 - (b) the President (non-voting).
- 44.3 The term of office for each member of the Nominations Panel shall be four years (other than the President). A Panel member is eligible for re-appointment for one additional term of office.
- 44.4 The Nominations Panel must conduct its work and make its recommendations in an objective and non-political manner. Its procedures must be fair, objective and

transparent and recommendations may only be made using specified and published criteria. It must publicly advertise the positions to be filled under Article 44.1 and notify all Members.

- 44.5 Except when considering appointments to the Independent Bodies, at least three members of the Nominations Panel must agree to a recommendation. When considering appointments to an Independent Body, the President shall not participate in the process and the recommendation must be unanimous.
- 44.6 The Nominations Panel must act independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure). The Nominations Panel may request such support and advice from the World Sailing Executive Office as the Panel decides is appropriate.
- 44.7 The Nominations Panel must report at regular intervals to the Board on progress of its work.

45. Elections Panel

45.1 The role of the Elections Panel is to:

- (a) determine the eligibility of candidates for election and publish a list of eligible candidates;
- (b) issue rules governing the conduct of elections and the candidates;
- (c) refer any alleged breaches of the Constitution, Regulations or any rules governing the elections to the Investigation Panel;
- (d) conduct the election during the General Assembly, and for that purpose, the Chair of the Panel or one of its members appointed by it shall preside over the meeting; and,
- (e) certify the results of the election.

45.2 The Elections Panel is appointed by the General Assembly on the recommendation of the Nominations Panel and must consist of three Independent persons.

45.3 The Elections Panel shall be appointed by the General Assembly in the year prior to an election and shall hold office for four years. A Panel member is eligible for re-appointment for one additional term of office.

45.4 The Elections Panel must act independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure). The Elections Panel may request such support and advice from the World Sailing Executive Office as the Panel decides is appropriate.

45.5 Following each election, the Elections Panel must send a report of its work to the General Assembly.

46. Investigations Panel

46.1 The role of the Investigations Panel is to:

- (a) establish and operate an independent whistleblowing mechanism to allow complaints to be made directly to it;
- (b) receive complaints (including any whistleblowing reports) concerning breaches of the Code of Ethics or other applicable rules or regulations;

- (c) facilitate resolution of complaints by agreement (if appropriate);
- (d) investigate whether or not a breach of the Constitution, Regulations, Code of Ethics or other applicable rules may have occurred, and if so, charge a person before the Disciplinary Tribunal; and,
- (e) exercise any other investigation functions conferred on it by the Regulations or the Code of Ethics.

46.2 The Investigations Panel is appointed by the General Assembly on the recommendation of the Nominations Panel and must consist of three persons with experience of the investigation and prosecution of disciplinary cases within sports organisations. The chair must be legally qualified.

46.3 The Investigations Panel shall hold office for four years. A Panel member is eligible for re-appointment for one additional term of office.

46.4 The Board must allocate appropriate resources to the Investigations Panel to enable it to undertake its functions. The Panel must act independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure). The Panel may request such support and advice from the World Sailing Executive Office as the Panel decides is appropriate.

46.5 The Investigations Panel must report at regular intervals jointly to the Board and the Chair of the Disciplinary Tribunal on the progress of its work.

47. Disciplinary Tribunal

47.1 The role of the Disciplinary Tribunal shall hear and decide all breaches of the Code of Ethics, the Racing Rules of Sailing (if relevant) or any other applicable rules and Regulations. It shall also hear and decide any appeals against decisions of World Sailing and decisions of Members to the extent specified in the Regulations.

47.2 The Disciplinary Tribunal may impose any sanctions set out in the Code of Ethics, the Racing Rules of Sailing or any other applicable rules or Regulations. These sanctions may include, if appropriate, the power to suspend or remove from office any:

- (a) director;
- (b) Delegate to the General Assembly;
- (c) member of the Councils, a Committee, Sub-committee, Committee or Ad Hoc Committee~~Working Group~~;
- (d) member of the Nominations Panel;
- (e) member of an Independent Body (other than the Disciplinary Tribunal itself);
- (f) any World Sailing Race Official;
- (g) any person elected, appointed or requested to act on behalf of Federation in any capacity; and,
- (h) any other person bound by the Code of Ethics, the Racing Rules of Sailing (if relevant) and any other applicable rules and Regulations.

47.3 The Disciplinary Tribunal is appointed by the General Assembly on the recommendation of the Nominations Panel and shall consist of at least seven Independent members who:

- (a) must be senior lawyers or persons with expertise in legal sporting or ethical disputes; and,
 - (b) must, taken together, come from different parts of the world and be of both genders.
- 47.4 The General Assembly may remove a member from the Disciplinary Tribunal if in its opinion there is good reason to do so.
- 47.5 The Disciplinary Tribunal must operate independently of the Federation (but always in accordance with the law, the Constitution, Regulations, Code of Ethics and any rules of procedure).
- 47.6 The rules of procedure of the Disciplinary Tribunal shall be set out in the Regulations and be approved by the Board acting on the recommendation of the Governance Committee.
- 47.7 The Chair of the Disciplinary Tribunal shall appoint a panel of either one or three members to hear a case and this panel may exercise all the powers of the Tribunal.
- 47.8 The Board must:
- (a) allocate appropriate resources to the Investigations Panel and the Disciplinary Tribunal to enable them to undertake their functions; and,
 - (b) appoint and fund an external secretariat to the Investigations Panel and Disciplinary Tribunal (with the agreement of the Chair of the Tribunal).
- 47.9 The Disciplinary Tribunal shall report annually to each General Assembly.
- 47.10 No appeal from a decision of World Sailing, including the Disciplinary Tribunal, lies to the Court of Arbitration for Sport except:
- (a) in accordance with Article 47.11; or,
 - (b) under Rule 61(2) of the Olympic Charter for disputes arising on the occasion of, or in connection with, the Olympic Games.
- 47.11 There is a right of appeal from a decision of the Disciplinary Tribunal which directly concerns the eligibility of a person to participate in a major international event (as listed in the Regulations) by way of arbitration before the Court of Arbitration for Sport in Lausanne, Switzerland. An appeal may be brought:
- (a) by World Sailing; or,
 - (b) by the participant.
- 47.12 The time limit for lodging an appeal shall be fourteen days from receipt of the written decision of the Disciplinary Tribunal appealed against. The arbitration shall be conducted in accordance with the Code of Sport-Related Arbitration. The Court of Arbitration for Sport panel will consist of one arbitrator and the language of the arbitration will be English.

PART VII – ELECTIONS AND APPOINTMENTS

48. Elections: General

- 48.1 Elections for the President and elected directors shall be undertaken by secret ballot in accordance with this Constitution and under the authority of the Elections Panel.
- 48.2 Only Member National Authorities may nominate candidates to be elected as President or as an elected director. Each Member National Authority may nominate only one candidate for election as President and one candidate for election as a director. Nomination by one Member National Authority is required. Nominations must be received by the Chief Executive Officer not less than twelve weeks before the date of the election.
- 48.3 To be eligible, a candidate must:
- (a) be nominated by a Member National Authority (which has not already nominated another candidate);
 - (b) be a member of that Member National Authority (or if the Member National Authority has no personal members, a member of an organisation affiliated to the Member National Authority);
 - (c) be eligible to hold office as a director under the Constitution; and,
 - (d) submit their candidacy, including all documents required by the Elections Panel, before the deadline for nominations.
- 48.4 The procedure for nominating candidates shall be decided by the Elections Panel. The decision of the Elections Panel on eligibility is final.
- 48.5 The Elections Panel may require candidates for election to provide information for publication about their candidacy in such form as the Panel may decide. Failure to provide such information shall not disqualify a candidate from election, but the Panel may publish a notice that the candidate has not complied with these requirements.
- 48.6 If there are more candidates for election than there are places available, delegates to the General Assembly shall be provided with ballot papers listing, alphabetically by family name, the names of all eligible candidates.

49. Election of the President

- 49.1 In an election for the President, a candidate must be elected by more than 50% of the votes cast and, if there are more than two candidates or a tie vote between two candidates, successive ballots may be necessary.
- 49.2 The first ballot shall be taken and Delegates shall vote for one candidate only. The ballots shall be counted and a candidate with over 50% of the votes shall be declared elected.
- 49.3 If no candidate receives more than 50% of the votes, then a runoff vote will be held between the top two candidates. In the event there is a tie to determine the top two candidates, a runoff vote must be held to first determine this.
- 49.4 In a runoff ballot, a candidate receiving more than 50% of the votes shall be declared the winner. If no candidate receives more than 50% of the vote, subsequent runoff elections will be held dropping out the person with the least number of votes until a candidate receiving more than 50% of the vote wins.

49.5 A ballot marked for more than one candidate shall be treated as an invalid ballot.

50. Election of Directors

50.1 In an election for elected directors, Delegates shall vote in one ballot for their preferred candidates and their votes shall equal the number of vacancies (e.g. if there are three vacancies, each ballot paper shall have three votes on it). To be valid, a completed ballot paper must have the required number of votes on it and must contain at least the minimum number of votes for each gender under Article 24.3.

50.2 Candidates shall then be ranked in order of the most votes received. The highest polling candidate(s) on the ranking list for the minimum number of each gender under Article 24.3 shall be declared elected first. Then, the remaining positions shall be declared elected based on the remaining highest polling candidates on the ranking list of either gender.

50.3 At all times, once a candidate is elected, any other candidates who are Ordinarily Resident in the same country as the elected candidate, shall be withdrawn from the ballot.

50.4 If there is a tie that needs to be broken, a separate run-off ballot shall be held between the tied candidates to break it. When a tie involves more than two candidates, and a run-off ballot only partially breaks that tie, another run-off ballot shall be held between those who are still tied.

50.5 If candidates remain tied after a run-off ballot, a toss of a coin (or other game of chance) administered by the chair of the meeting shall be used to break the tie.

51. Appointment of Directors

51.1 The appointed directors shall be appointed by the Board (consisting only of the President and elected directors for this purpose) on the recommendation of the Nominations Panel and in accordance with this Article 51.

51.2 Prior to the General Assembly at which a vacancy will arise, the positions for the appointed directors must be publicly advertised. The closing date for applications must be after the election. Any person may apply for a position and does not need to be endorsed by a Member National Authority. The Nominations Panel may directly approach individuals to encourage them to apply. Candidates who stand for election, may apply but if elected shall be declared to have withdrawn their candidacy as an appointed director.

51.3 Following the General Assembly, the Nominations Panel will:

- (a) identify gaps in the skills, expertise, attributes, knowledge and perspectives on the Board from those directors who have been elected;
- (b) within two months of the closing date for applications, review and assess applicants against the following criteria below (in priority order):
 - (i) relevant skills/expertise for the gaps identified under Article 51.3(a);
 - (ii) knowledge of the sport (including but not limited to recently active elite sailors);

(iii) the gender requirement on the Board as a whole under Article 24.3;

(iv) the Region requirement on the Board as a whole under Article 24.5

~~(iii) ensure at least three directors on the whole Board are of each gender;~~

~~(iv)~~(v) a preference for directors from different Regions;

~~(v)~~(vi) a preference for gender balance on the Board; and,

~~(vi)~~(vii) diversity of perspectives including cultures, age and ethnicity; then,

(c) make a recommendation to the Board of the preferred candidate(s).

51.4 If the Board does not approve a recommended candidate, it must reject that recommendation. The Panel may then make an alternative recommendation from the candidates who applied, or decide to start the process again, in which case the dates for closing of applications and the Panel making its recommendation to the Board shall be adjusted as appropriate by the Board.

51.451.5 If at any time the directors taken together are not Ordinarily Resident in at least three different Regions, the Board shall proceed under Article 51.1 to appoint one additional Appointed Director from a fourth and different Region. The procedures in Article 51 shall be followed except that the Nominations Panel shall set a reasonable timeframe for the opening and closing of applications.

52. Appointment to Committees and Sub-committees

52.1 Members of Committees and Sub-committees shall be appointed by the Board on the recommendation of the Nominations Panel in accordance with this Article 52 and the Regulations.

52.2 Prior to the General Assembly at which vacancies will arise, the positions for the members of Committees and Sub-committees must be publicly advertised and There shall be a call for nominations after each General Assembly published to all Member National Authorities and World Sailing Class Associations ~~and on the World Sailing website~~. Member National Authorities and World Sailing Class Associations may nominate any person who meets the specification and criteria to any Committee or Sub-committee. The Nominations Panel may directly approach individuals to encourage them to apply. The closing date for applications must be after the General Assembly.

52.3 The Nominations Panel shall agree the person specification and criteria relevant to the skills, expertise or experience required for the subject matter of the Committee or Sub-committee to be used for making an appointment. It shall consult as appropriate with the Board and the current chair of the Committee or Sub-committee, if appropriate.

52.4 The Nominations Panel will assess the nominations against the specification and criteria and make a recommendation to the Board. In making its recommendations, the Nominations Panel must ensure that the Committee or Sub-committee has:

- (a) at least one member from each Region;
- (b) at least 30% of each gender;
- (c) appropriate class expertise and experience, if relevant; and,
- (d) such other perspectives, which are relevant to the body such as recently active elite sailors, different age groups, and other relevant attributes.

- 52.5 The Nominations Panel should ensure that Committees and Sub-committees have between ten and fifteen members (excluding the member from the Athlete's Committee described in Article 52.11). The Panel must not recommend a person for appointment unless they possess the relevant skills, expertise or experience of the subject matter of the Committee or Sub-committee.
- 52.6 The proposed Chair of each Committee and Sub-committee will be recommended to the Board by the Nominations Panel for appointment first. After the Chair has been appointed, the nominations for the other members of the Committees and Sub-committees, will be assessed by the Nominations Panel in consultation with the relevant Chair of each Committee or Sub-committee.
- 52.7 The appointment process should be completed within three months of each General Assembly. In the event of a vacancy arising mid-term, the Nominations Panel shall use a similar process to recommend a replacement member to the Board. Pending that replacement, the remaining members of the relevant Committee or Sub-committee shall continue.
- 52.8 The Olympic Classes Sub-committee may appoint a member to attend and speak at meetings of the Olympic Events Sub-committee and another member to attend and speak at meetings of the Olympic Equipment Sub-committee.
- 52.9 This Article 52 does not apply to the membership of the Athletes' Committee, the Olympic Classes Sub-committee and World Sailing Classes Sub-committee:
- (a) The Athletes' Committee shall be appointed under the provisions of the Regulations.
 - (b) The Olympic Classes Sub-committee and the World Sailing Classes Sub-committee shall comprise of 10 members each representing Olympic Classes and other World Sailing Classes respectively. They shall be elected by the Olympic Class Associations and other World Sailing Class Associations of the non-Olympic classes, respectively. All World Sailing Class Associations are entitled to nominate one candidate for election to the relevant Sub-committee. The election shall be undertaken by the Chief Executive Officer. All World Sailing Class Associations are entitled to vote. The ten highest polling candidates for each Sub-committee shall be elected. In the event of a tie between candidates for the tenth member, a further round of voting shall be undertaken between the tied candidates and the highest polling between them shall be declared elected.
- 52.10 In addition to the members of a Committee or Sub-committee appointed by the Board, the Athletes' Committee may appoint a full voting member to each Committee and Sub-committee (but not a Board Sub-committee). The appointed member must be a member of the Athletes' Committee and may be changed by the Athletes' Committee from time to time. If the appointed member is the Chair of the Athletes' Committee, then he or she shall not have a vote.

PART VIII – FINANCIAL & ADMINISTRATION

53. Transparency

- 53.1 Subject to requirements of confidentiality or the law, World Sailing must publish on its website:

- (a) the strategy of World Sailing;
- (b) an organisational chart showing the governance structure of World Sailing;
- (c) an organisational chart showing the staff structure of World Sailing including profiles of the Chief Executive Officer and the senior management team;
- (d) profiles of all members of the Board, Board Sub-committees, Councils, Committees, Sub-committees, ~~Ad Hoc Committees~~ Working Groups, Nominations Panel and Independent Bodies;
- (e) a calendar for each year of the scheduled meetings of the General Assembly, Board, Councils, Committees and Sub-committees;
- (f) the Constitution, Regulations and all codes and policies applicable to Members (including archive of amendments over time);
- (g) the annual report referred to in Article 17.1(f) (including archive of previous annual reports for the previous five years);
- (h) the annual audited financial accounts referred to in Article 17.1(g) (including archive of annual accounts for the previous five years), which must disclose:
 - (i) the details of any benefits paid or given to the President and directors; and,
 - (ii) the remuneration policy for the Chief Executive Officer and senior management team;
- (i) the agenda, supporting papers and reports, and the minutes (recording the results of voting) of all General Assemblies (including archive of the same for past meetings in the previous five years); and,
- (j) a ~~summary of minutes~~ summary of minutes all meetings of the Board, Councils, Committees and Sub-committees (including archive of the same for past meetings in the previous five years).

54. Distribution

54.1 Subject to this Article 54, the income and property of the Federation shall be applied solely towards its Objects and no part of it may be paid or transferred by way of dividend, bonus or any other form of profit to the Members.

54.2 The Federation may make payment in good faith to any Member, the Chief Executive Officer or any employee of the Federation of:

- (a) reasonable and proper remuneration in return for services actually given to the Federation;
- (b) payment of interest at a normal rate on money lent; or
- (c) reasonable and proper rent for premises.

54.3 A director, including the President, must not:

- (a) be appointed to any salaried office or any office paid by fees; nor,
- (b) receive any remuneration or benefit in money or money's worth,

except for the repayment of reasonable expenses, interest at a normal rate for money lent, reasonable and proper rent for premises, or fees paid for acting as a race official.

54.4 For the purposes of Article ~~53~~54, any payment to a company shall be disregarded if the person affected only holds no more than one-hundredth part of the capital of the company.

55. Accounts and Company Records

55.1 The Board must cause proper company records (including accounting records) to be kept and be open to inspection by the directors and the Member National Authorities in accordance with Chapter 2 of the Act.

55.2 The accounts of the Federation shall be audited by external auditors appointed by the General Assembly in accordance with the law of the Isle of Man.

55.3 The Board shall publish and lay before each ordinary annual meeting of the General Assembly the annual audited financial statements of the Federation (and its subsidiary companies and entities) for the previous financial year once approved by the Board.

56. The Seal

56.1 The Federation may have a common seal which may only be affixed to any document under the authority of the Board and in the presence of such persons as it decides.

57. Indemnity

57.1 The Federation shall indemnify all directors and any officers of the Federation in accordance with section 112 of the Act.

57.2 The Board may purchase and maintain indemnity insurance in accordance with section 113 of the Act.

58. Notices

58.1 A notice may be served by the Federation on any:

- (a) Member;
 - (b) director;
 - (c) Delegate to the General Assembly;
 - (d) member of ~~the Olympia~~ Council, a Committee, Sub-committee, ~~Committee~~ or Ad Hoc Committee Working Group;
 - (e) member of an Independent Body;
 - (f) any World Sailing Race Official;
 - (g) any person elected, appointed or requested to act on behalf of Federation in any capacity; and,
 - (h) any other person bound by the Constitution and Regulations of World Sailing;
- by sending it by post, courier, fax or email to that person at any registered address held by the Federation which has been supplied by them, or by giving to them in person.

58.2 Notices served personally, by fax or email are deemed to be served immediately.

58.3 Notices served by international first-class post shall be deemed served on the seventh day following the day it was placed in the post.

58.4 Notices served by courier shall be deemed served on the date of receipt by the recipient as evidenced by the courier.

59. Winding Up

59.1 If upon the winding up of the Federation there remains, after the satisfaction of all debts and liabilities, any property then it:

- (a) shall not be transferred or distributed among the Member National Authorities;
- (b) shall be transferred by way of gift to some other institution(s) which, in the opinion of the General Assembly authorising the winding up:
 - (i) have objectives similar to those of the Federation;
 - (ii) prohibit the distribution of their income and property amongst their members to an extent as least as great as those restrictions contained in this Constitution; or,
 - (iii) if (ii) cannot be given effect in the opinion of the Board, to any institution which would be regarded as charitable under the laws of the Isle of Man.

PART IX – DEFINITIONS AND INTERPRETATION

60. Governing Law

60.1 The governing law of this Constitution is the law of the Isle of Man.

60.2 The governing law of:

- (a) the Regulations and all other regulations, rules, policies or decisions of the Federation;
- (b) any disputes relating to the validity or construction of such provisions; and,
- (c) any disputes relating to the application or exercise of the powers under such provisions,

shall be the law of England and be subject to the exclusive jurisdiction of the courts of England and Wales (excluding English choice of law principles).

61. Exhaustion of Remedies

61.1 The following shall not resort to any court or tribunal until the exhaustion of all internal remedies within the Federation:

- (a) the Members (including their Delegates and representatives);
- (b) the directors;
- (c) members of the Councils, Committees, Sub-committees and Ad Hoc Committee~~Working Groups~~;
- (d) World Sailing Race Officials; and
- (e) any other person or body bound by the Constitution and Regulations.

62. Voting & Interpretation

62.1 Unless ~~otherwise~~ stated otherwise in this Constitution, the following provisions apply to all decisions made by bodies within the Federation (including written and electronic decisions made between meetings):

- (a) Only votes cast by those present in person and entitled to vote shall be counted (unless the Board authorises voting for persons attending a meeting remotely).
- (b) In calculating the required majority, the following shall be disregarded:
 - (i) any abstentions;
 - (ii) any person present and entitled to vote but does not do so; and,
 - (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) Decisions shall be made on a simple majority of the votes cast, unless specified otherwise in this Constitution.
- (d) Unless a secret ballot is being used, voting shall be by show of hands or by such other means (including electronic) that are approved by the chair;
- (e) Secret ballots shall only be held when:
 - (i) required by the Constitution or Regulations; or,
 - (ii) the meeting itself decides, by open vote, to hold a secret ballot.
- (f) 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.
- (g) Except at a General Assembly, the chair of a meeting shall be entitled to deliberative vote.
- (h) At all meetings (including a General Assembly), in the event of a tie, the chair of a meeting shall have a casting vote (except for the elections) in addition to a deliberative vote, if he or she is entitled to one.
- (i) Outside of a meeting, a decision may be made in writing (which by electronic means) 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 chair (which shall not be less than ~~twenty-one~~twenty-one days in the case of the General Assembly or five days for any other body).
- (j) Written decisions shall be valid and effective as if they had been passed at a duly convened and held meeting of the relevant body.

62.2 Any dispute from:

- (a) a Member;
- (b) the Councils;
- (c) a Committee or Sub-committee; or,
- (d) Independent Body,

concerning the interpretation of the Constitution or the Regulations shall be referred to the Board in the first instance for its opinion.

- 62.3 In the event the Board’s opinion does not resolve the dispute, the matter shall be referred to the Governance Committee. The Committee shall permit any parties who have a direct interest in the dispute to make representations to it and must then issue a ruling on the proper interpretation. The decision of the Committee shall be final within the Federation.
- 62.4 In cases of urgency, the Committee may:
- (a) give an interim interpretation; and,
 - (b) may designate one or more of its members to give such interim interpretations.
- 62.5 The procedure in this Article ~~61~~⁶² does not apply to the Disciplinary Tribunal when deciding a case before it. The Tribunal must itself resolve any question of interpretation which is then binding only in the case before it. The Tribunal may have regard to any previous interpretations issued.
- 62.6 The existing members of the Federation as of 2 November 2020 shall be assigned automatically to the membership categories below:

Existing Category (under previous Constitution)	New Category
Full Members (MNAs)	Member National Authorities (Article 4)
Associate Members	Associate Members (Article 5)
Affiliate Members – Continental	Continental Associations (Article 6)
Affiliate Members – All Others	Recognised Organisations (Article 8)
International Class Associations and Rating Systems	World Sailing Class Associations (Article 7)

63. Definitions

63.1 In this Constitution, the following words and phrases have the following meanings:

“**the Act**” means the Isle of Man Companies Act 2006.;

“**Additional Director**” means a director appointed under the provisions of Article 51.5.

“**Ad Hoc Committee**” means an *ad hoc* committee appointed by the Board under Article 43.

“**Board**” means the board of directors of World Sailing and includes the President.

“**Board Sub-committee**” means a sub-committee of the Board appointed under Article 26.

“**Chief Executive Officer**” includes any person authorised by the Board under Article 29.5 and any person acting under the delegated authority of the Chief Executive Officer.

“**Committee**” means a committee appointed under Article 41.

“**Continent**” means the following continents recognised within World Sailing:

Africa;

Asia;

Oceania;

Europe;

North America (including Grenada, Bermuda and the Islands of the Caribbean but excluding Central America) ~~and the Islands of the Caribbean~~; and,

Central and South America (including Mexico),

as defined by the National Geographic Society in its Atlas of the World.

“**Council(s)**” means the Olympic Council (including the transitional Olympic Council under Article 31.2) and/or Participation & Development Council (as the context requires).

“**Code of Ethics**” means the World Sailing Code of Ethics made by the Board under the Regulations to govern the conduct of Members, directors, members of the Councils, Committees, Sub-committees, Board Sub-committees, Ad Hoc Committees Working Groups Independent Bodies, World Sailing Race Officials, any participants in World Sailing events and any other persons specified in the Code of Ethics itself.

“**Constitution**” means these Memorandum of Association and Articles of Association.

“**Delegate**” means a delegate of a Member National Authority to the General Assembly appointed under Article 18.

“**Employee**” means a person (i) engaged under a contract of service with a Member or (ii) who is seconded under a contract of service to work for a Member or (iii) engaged under a contract for services on an equivalent full-time basis to work for a Member.

“**Federation**” means the company.

“**Financial Plan**” means the Board’s financial plan over a quadrennium to meet the strategy of World Sailing approved by the General Assembly.

“**General Assembly**” means a general meeting of the Federation.

“**Independent**” means:

- (a) has not held any position or membership within the Federation or any Member within the five years prior to first appointment (except on an Independent Body or their predecessor bodies); and,
- (b) does not have any close connection or relationship with a director or employee of the Federation; and,
- (c) from the perspective of an objective outsider, would be viewed as independent.

“**Independent Bodies**” means the Disciplinary Tribunal, Elections Panel and Investigations Panel.

-“**Member**” means any member of the Federation as defined by Article 3.1 and Membership shall be construed accordingly.

“**notice**” means notice given under the provisions of Article 58.

“**Objects**” means the objects of the Federation under clause 1.3 of the Memorandum of Association.

“**Olympic Charter**” means the governing charter from time to time of the International Olympic Committee (including the bye-laws and other ancillary documents binding on the Federation).

“**Ordinarily Resident**” means a person who is a national of the country concerned or who has had their primary residence in that country for at least three consecutive years. A person who:

(a) has nationality of more than one country; and/or,

(b) has nationality of one country and a primary residence in a different country,

must choose their country and notify this at the time of nomination or application for the relevant position.

“**Proposal**” means any idea or proposal to change or add something new to World Sailing or Sailing generally, which may include, but is not limited to, amendments to the Regulations or the Constitution, and which Proposal is made in accordance with the Regulations.

“**Racing Rules of Sailing**” mean the Racing Rules of Sailing made under the Regulations.

“**Region**” means a Continent.

“**Regulations**” means and the by-laws and regulations of the Federation made by the Board under Article ~~23.3(f) or the General Assembly under Article 17.1(o)-23.3~~, which are binding on the Members and the Federation.

“**Sailing**” means the sport of sailing in all its forms.

“**Sub-committee**” means a sub-committee appointed under Article 42.

~~“**Working Group**” means a working group appointed by the Board under Article 43.~~

63.2 In this Constitution:

(a) the model articles made under the Act are expressly excluded from applying to the Federation;

(b) the singular includes the plural and vice-versa;

(c) any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;

(d) a reference to a “day” means any day of the week and is not limited to working days, unless specified otherwise;

(e) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person; and,

(f) headings and the contents page are for reference only and are to be ignored in construing this Constitution.

APPENDIX A – TRANSITIONAL TERMS OF OFFICE

1. Transitional Period of Office

In order to provide for an appropriate transition, elections and appointments of directors shall occur under the provisions in this Appendix. Where these conflict with the Constitution, this Appendix takes precedence.

2. Year 2020

2.1 At the General Assembly in 2020, the following will be elected in the following order:

- (a) first, the President;
- (b) second, ~~one~~ two elected directors from each gender (Group 1); and
- (c) third, three elected directors, including at least one from each gender (Group 2).

2.2 Following the election, the Board will appoint in accordance with Article 51:

- (a) one appointed director (Group 1); and,
- (b) one appointed director (Group 2).

2.3 The directors in Group 1 will serve a term of four years.

2.4 The directors in Group 2 will serve a term of two years. In calculating the time served under Article 25.2, no account shall be taken of this term of office.

3. Year 2022.

3.1 At the General Assembly in 2022, three elected directors will be elected for a term of four years to replace those in Group 2.

3.2 Following that General Assembly, one appointed director will be appointed for a term of four years to replace the one in Group 2.

4. Year 2024

4.1 At the General Assembly in 2024, the President and ~~two~~ four elected directors will be elected for a term of four years to replace those in Group 1.

4.2 Following that General Assembly, one appointed director will be appointed for a term of four years to replace the one in Group 1.

5. Calculation of Terms

The terms of office in this Appendix shall start and end in accordance with Article 25.1.

Names and addresses of original subscribers

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Dated: 28 June 1996

Witness to the above signatures: Lorna Doyle

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