

## EXPLANATORY NOTE TO NOTICE OF MEETING

This note has been prepared to assist delegates understand the proposals before the Annual General Meeting.

Item	Comments
1	<p>A roll call will be taken of all MNAs.</p> <p>Please note, MNAs must complete the delegate appointment form and send this to the Chief Executive Officer by the deadline stated on it.</p> <p>Delegates must be nationals or residents of the appointing MNAs and produce proof of this at registration on the day.</p>
2	<p>The minutes of the previous meeting are already approved and online on the World Sailing website.</p> <p>There will be no vote on this item.</p>
3	<p>The President will give a report to the meeting.</p> <p>There will be no vote on this item.</p>
4	<p>The Chief Executive Officer will give a report to the meeting.</p> <p>There will be no vote on this item.</p>
5	<p>The Board will give a financial report to the meeting and the 2018 audited accounts will be received. There will be no vote on these items.</p> <p>The meeting will then be asked to re-appoint the auditors and allow the Board to fix their remuneration. There will be a vote on these items (simple majority required).</p>
6(a)-(b)	<p>The meeting will receive a list of membership applications approved by Council and a list of World Sailing Championships being held in 2020.</p> <p>There will be no vote on these items.</p>
6(c)	<p>The meeting will receive a list of all changes made to the World Sailing Regulations since the last AGM. The meeting will be asked to approve these changes.</p> <p>There will be a vote on these items (simple majority required).</p>
7	<p>The meeting will be asked to approve the appointment of the Election Committee.</p> <p>There will be a vote on this item (simple majority required).</p>

8(a)	<p>The meeting will receive a presentation concerning the governance review.</p> <p>There will be no vote on this item.</p>
8(b)	<p>Special Resolution 1 is the proposal to implement the proposals for governance reform from the Board and Governance Commission.</p> <p>It is in four parts but all form part of the same one resolution. There will be one vote on the resolution (which requires a 75% majority to pass).</p> <p><u>Part A</u> – this brings the new Constitution and new Regulations into force from 2 November 2020 at the end of the AGM in 2020. It also authorises the Board to change the legal category of the company in the Isle of Man (something which is required for parts of the new Constitution).</p> <p><u>Part B</u> – this makes changes to the current Constitution which are necessary to provide for a transition to the new structure. The current Constitution will remain in force until the end of the AGM in 2020, except for the matters described in Part D.</p> <p><u>Part C</u> – this brings new Regulation 40 into force. Regulation 40 provides the mechanism for transferring the old Regulations to the new Regulations via a working group and the Board and with consultation to the members on the new wording.</p> <p><u>Part D</u> – this explains the four important elements of the transition to the new structure. No Council election is needed next year, the election of the Board will occur on the current system but for the new positions, the appointment of committee members will under the new structure, and Council will decide in 2020 where the 2021 AGM will be.</p>
9	<p>These are normal submissions received this year for changes to the current Constitution.</p> <p>If they are approved by Council, the meeting will be asked to vote on them. They require a 75% majority to pass. If the Special Resolution under item 8(b) is approved, these changes to the Constitution (if approved) will only be in force until the end of the 2020 AGM.</p>
10	<p>These are submissions received from MNAs who wish their proposal to be considered directly by the AGM.</p> <p>The Constitution Committee has confirmed that these should be place on the AGM agenda as ordinary resolutions which, if approved, should be referred to the appropriate committees in World Sailing (following the wording of Article 28(d) under which they are made).</p>
11	<p>The meeting will be informed of the intended date of the 2020 AGM.</p>

