Annual General Meeting of World Sailing Limited
Company Number: 079772C

TAKE NOTICE that the Annual General Meeting of the Federation will be held on Sunday 3 November 2019 at 09:30hrs at the Fairmont Southampton, Hamilton, Bermuda

1. Opening of the Meeting
   (a) Roll Call
   (b) Apologies

2. Minutes of Previous Annual General Meeting
   To note the minutes of the Annual General Meeting of 4 November 2018

3. President’s Report
   To receive a report from the President.

4. Chief Executive Officer’s Report
   To receive a presentation from the Chief Executive Officer on the activity of the Federation.

5. Finance
   (a) To receive the financial report from the Board.
   (b) To receive the audited financial statements for the period 1 January 2018 to 31 December 2018 (the consolidated accounts of the World Sailing Limited, World Sailing (UK) Limited and World Sailing Event Management Limited)
   (c) To re-elect haysmacintyre of Southampton House, 317 High Holborn, London, WC1V 7NL, United Kingdom as auditors to the Company to hold office until the conclusion of the next Annual General Meeting.
   (d) To authorise the Board to fix the remuneration of the auditors.

6. Reviews
   (a) Membership Applications
      To review any applications for Full or Affiliate Membership since the Annual General Meeting of November 2018.
   (b) World Sailing Championships

SP = Supporting Paper       ATT – Around the Table
All proposed resolutions are ordinary resolutions unless otherwise stated
To review the proposed programme of World Sailing Championships in 2020.

(c) World Sailing Regulations
To review and approve any Regulations made or amended in any substantive way by Council since the Annual General Meeting of 4 November 2018.

7. Election Committee
To appoint the Election Committee for the 2020 elections on the recommendation of the Board.

8. Governance Review
(a) To receive a report of the Governance Review.
(b) To consider, and if deemed appropriate approve, Special Resolution 1, as follows:
   i) Special Resolution 1
      “Part A
      THAT with effect from the end of the meeting of the General Assembly on 1 November 2020:
      1. Pursuant to section 148 of the Companies Act 2006, that the directors take such steps as are necessary to re-register the company as a company limited by guarantee under the Companies Act 2006; and
      2. The Memorandum and Articles of Association be and are hereby replaced in their entirety with the document produced to the meeting as initialled by the President; and
      3. The Regulations as produced to the meeting and initialled by the President be and are hereby approved.

   Part B
   THAT the current Articles of Association be and are hereby amended by the addition of new Articles 2.2 and 43.1 as follows (with consequential re-numbering):

   2.2 This Article 2.2 applies notwithstanding any other provision in the Articles of Association. The provisions of Part D of Special Resolution 1 passed by the Annual General Meeting held on 3 November 2019 shall apply as if it were incorporated into these Articles of Association.

   43.1 Notwithstanding Article 43, the provisions of Regulation 40 as approved by Annual General Meeting held on 3 November 2019 shall apply and be part of the Regulations of the Federation.”

   Part C
   THAT draft Regulation 40 as produced to the meeting and initialled by the Chairman be and is hereby approved under Article 45 as a Regulation of the Federation

   Part D
   THAT notwithstanding the provisions of the current Articles of Association and the Regulations (which shall continue to apply until the end of the General Assembly in 2020), the following shall apply
from the date this resolution is approved in transition to the new Articles of Association:

1. There shall be no election of a new Council for the term 2021 to 2024.

2. The election of directors at the General Assembly in 2020 shall be governed by the provisions of the new Articles of Association approved under this Special Resolution. However, Articles 75 and 76 of the current Articles of Association shall apply concerning the Election Committee.

3. The appointment of members of the Committees and Sub-committees, and the appointment process for the other bodies under the new Articles of Association, shall be governed by the provisions of the new Articles of Association approved under this Special Resolution.

4. Under Regulation 39, Council shall in 2020 decide the location of the 2021 Annual General Meeting on the recommendation of the Board."

9. **Submissions – Constitution Amendments**
   
   (a) Special Resolution 2 – Submission 001-19
      
      “THAT the Articles of Association be and are hereby amended in accordance with Submission 001-19 if and as approved by the World Sailing Council, and as produced to the meeting on the document signed for the purpose of identification by the President”

   (b) Special Resolution 3 – Submission 022-19
      
      “THAT the Articles of Association be and are hereby amended in accordance with Submission 022-19 if and as approved by the World Sailing Council, and as produced to the meeting on the document signed for the purpose of identification by the President”

10. **Submissions under Article 28(d)**

    (a) Resolution from Sail Canada
        
        "Under Article 28(d), to debate the resolution proposed from Sail Canada (attached), and if deemed appropriate, to resolve to refer it to the appropriate committees

        *[Appropriate committee: Board, Constitution]*"

    (b) Resolutions from Sail Canada and US Sailing
        
        "Under Article 28(d), to debate the resolutions proposed from Sail Canada and US Sailing (attached), and if deemed appropriate, to resolve to refer it to the appropriate committees

        *[Appropriate committee: Board, Constitution]*"

    (c) Resolution from the Hungarian Yachting Association
        
        "Under Article 28(d), to debate the resolution proposed from the Hungarian Yachting Association (attached), and if deemed appropriate, to resolve to refer it to the appropriate committees

        *[Appropriate committee: Board, Constitution]*"

    (d) Submission 002-19 – World Sailing Governance - Postpone Governance Review
“Under Article 28(d), to debate Submission 002-19, and if deemed appropriate, to resolve to refer it to the appropriate committees
[Appropriate committee: Board, Constitution]"

(e) Submission 021 – World Sailing Constitution – 2012 Constitution
"Under Article 28(d), to debate Submission 021-19, and if deemed appropriate, to resolve to refer it to the appropriate committees
[Appropriate committee: Board, Constitution]"

11. **Date of Next Meeting**

To note the intended date of the 2020 Annual General Meeting and General Assembly (subject to formal notice).

The date of this notice is 11 October 2019.

By Order of the Board

A. J. Hunt
Chief Executive Officer