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AIMS OF THE INTERNATIONAL SAILING FEDERATION (ISAF)

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

- (a) to act as and carry out the functions and duties of such authority;
- (b) to promote the sport of sailing in all its branches regardless of race, religion, gender or political affiliation;
- (c) to establish, supervise, interpret and amend the rules regulating sailboat racing and to adjudicate disputes and take any appropriate disciplinary action (including the imposition of appropriate penalties);
- (d) to act as the supervising organisation for the sport of sailing, to grant and withdraw international or recognised status to or from classes of boats and to prescribe the relevant rules and measurement procedures;
- (e) to act as the organising authority of the Olympic Sailing Regatta;
- (f) to control, organise, conduct, license or sanction other championships, sailing events or activities;
- (g) to examine, study, investigate, consider and report on all matters affecting the sport of sailing and any persons interested therein or associated therewith and to collect, analyse and distribute information, statistics, opinions and reports thereon;
- (h) to represent and protect the interests of any member of the Federation;
- (i) to convene, arrange, organise and hold regattas, races and competitions of all sorts, to create and stimulate interest in and publicise the sport of sailing, to convene, arrange, organise and hold exhibitions, shows, displays, meetings, seminars, conferences and discussions, and to provide prizes, bursaries, grants and awards for competitors and others;
- (j) to provide administrative services of any sort whatsoever for any association, union, society, club, committee, body or person interested in or associated with sailing in any of its forms.

THE COMPANIES ACTS 1931 TO 2004
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
INTERNATIONAL SAILING FEDERATION LIMITED

1. The name of the Company is “International Sailing Federation Limited” (hereinafter “the Federation”).
2. The Federation is a private company.
3. The liability of the members is limited.
4. Every member of the Federation undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Federation in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**ARTICLES OF ASSOCIATION OF INTERNATIONAL SAILING FEDERATION LIMITED****GENERAL**

- 1.1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

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

CONSTITUTION

Special resolution	A resolution passed by a 75% majority vote at a meeting of which not less than 21 days' notice has been given as more particularly defined in the Acts.
Constitution Committee	A committee established by The Council to review recommend changes to and interpret the constitution and such other matters as may be delegated to it under these Articles.
Secretary—General <u>Chief Executive Officer</u>	The person appointed under Article 88 or appointed as his deputy.

- 1.2 Any words importing the singular number only shall include the plural number, and vice versa.
- 1.3 Words importing the masculine gender only shall include the feminine gender; and vice versa.
- 1.4 Words importing persons shall include corporations.
- 1.5 Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
- 2.1. The regulations contained in Table C in the schedule to the Companies (Memorandum and Articles of Association) Regulations 1988 ("Table C") shall not apply to the Federation, but the Articles hereinafter contained shall constitute the regulations of the Federation.
- 2.2 Any disputes relating to the validity or construction of the Regulations or any other rules or regulations made there under (together, the "ISAF Regulations"), and any disputes relating to the application of the ISAF Regulations or the exercise of powers there under, shall be subject to the exclusive jurisdiction of the courts of England and Wales and their principles, and shall be governed by English law, excluding English choice of law principles.
- 2.3 **LANGUAGE**

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

MEMBERSHIP

3. The number of members which the Federation proposes to be registered with it is unlimited.
- 3.1 No invitation to the public to subscribe for debentures of the Company shall be made.
4. Membership in the Federation shall consist of the following ~~classes~~:
- (a) Full Member ~~-- meaning full M~~ meaning full Membership in the Federation granted to a National Authority.
 - (b) Associate Member ~~– meaning Membership for A~~ meaning Membership for A authorities within a territory which is not recognised by the IOC (not being a country pursuant to paragraph 1 of Rule 30 of the Olympic Charter) but promoting and managing the sport of ~~Yachting~~ Sailing within its territorial waters independently of another country or territory. Associate Membership is not

available to organisations whose governance is determined by or dependent upon that of another country ~~and-or~~ the laws of that country prescribe or require that any competitor of the relevant territory should compete under the jurisdiction of that other country and its National Authority. Associate Members shall not be entitled to voting rights, and their membership shall continue only until the next Ordinary General Assembly when it shall be reviewed and if appropriate may then be renewed.

- (c) ICA Member ~~-- meaning m~~Membership granted to ~~i~~International ~~and Recognized c~~Classes ~~that have met the criteria specified in the Regulations and have been granted "ISAF class" status-recognized~~ by the Federation.
- (d) Affiliate Member ~~-- meaning m~~Membership granted under Article 5.1(c).
- (e) ISAF Member ~~-- meaning M~~membership granted to individuals under 5.1(d).
- (f) Honorary Member ~~-- meaning M~~membership granted under Article 5.1(e).

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

- (a) Applications for Full Membership of the Federation and applications for Associate Membership shall be placed before The Council which shall take into consideration the status of the sport in the country and of the constitution of the organisation making the application.
- (b) ~~Applications for ICA Membership may be made by- c~~Class ~~a~~Associations ~~in accordance with Regulations prescribed for such applications governing International and Recognized Classes that have met the criteria specified in the Regulations and have been granted International or Recognized status by the Council shall be granted ICA membership~~
- (c) Affiliate Member - Any other self-administered international organization, ~~other than a national authority or international class association or recognized class association, or members thereof,~~ interested in or associated with the sport of sailing in any of its forms and whose activities are not in conflict with member national authorities or ICA's ~~or Recognized CA's~~ may be granted affiliate membership subject to such conditions and terms of such membership as the Council may respectively from time to time decide. An Affiliate Member shall not be entitled to voting rights, except where specifically provided for in these Articles.
- (d) ISAF Member - Any individual who is a member of Council, an Officer or Officer of Honour, a member of any committee, working party or commission of Federation, ~~may become an individual member of Federation upon acceptance of his application and payment of the annual fee established by Council.~~
- (e) Honorary membership of the Federation may be conferred by the Council upon such persons as it may determine.

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

OBLIGATIONS OF MEMBERSHIP

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

- (a) to promote the objects, interest and influence of the Federation;
- (b) to carry out and have respect for the rules, Regulations and decisions of the Federation;

CONSTITUTION

- (c) to refrain, and to use reasonable endeavours to persuade others within their area of jurisdiction to refrain, from actions that are inconsistent with the objects, rules, Regulations or decisions of the Federation;
- (d) ~~to promptly pay all subscription fees or any other monies due to the Federation;~~
- (e) ~~to respect the copyright in all ISAF publications and rule and the design characteristics and rules of ISAF classes;~~
- (f) ~~to ensure that there shall be no discrimination on grounds of race, religion or political affiliation against any competitor representing a Member National Authority;~~
- (g) ~~to prevent improper use or abuse of terms such as "World", "Continental", "International" or "Recognised" that properly relate to activities recognised by the Federation; and~~
- ~~(e)(h) to co-operation in the collection and payment of ISAF class fees payable to the Federation.~~

7. ~~Additionally, it shall be the obligation of ICA Members to implement the objects and decisions of the Federation affecting their classes and to uphold their respective class rules, a Member National Authority, Associate Member and ISAF Member to ensure that there shall be no discrimination on grounds of race, religion or political affiliation against any competitor representing a Member National Authority; further to prevent improper use or abuse of terms such as World, Continental, International or Regional that properly relate to activities recognized by the Federation and to co-operate in the collection and payment of the "International and Recognized Class Fees" payable to the Federation.~~

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

~~98. (a) Each ICA member, Affiliate Member and Honorary Member of the Federation shall be entitled to receive free of charge such items as the Executive Committee may from time to time resolve. Such members are not entitled to vote at meetings of the Federation.~~

~~9. (b) Membership in the Federation shall not be transferable and shall cease on death, or, in the case of a corporation, society or similar, upon the appointment of a liquidator or receiver (or the equivalent in the jurisdiction of incorporation of the corporation).~~

SUBSCRIPTIONS AND LOSS OF RIGHTS

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

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

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

13. An ICA member or Affiliate Member of the Federation shall not be entitled to any benefits while its or his subscription is in arrears or any other monies due from it to the Federation are unpaid.

SUSPENSION AND CANCELLATION OF MEMBERSHIP

- 14.1 (a) Notwithstanding Articles 15 to 20, when a Member National Authority has been in arrears on all or a part of its subscription, fees, dues or other payments due to the Federation or any of its subsidiary or associated companies for a year or more, and having been warned to make payment at least 30 days previously, and the ~~Secretary General~~Chief Executive Officer having so certified in writing, the Executive Committee may by a majority vote suspend or The Council may by majority vote cancel the membership in the Federation of a Member National Authority with immediate effect.
- (b) A Member National Authority deprived of its membership under this Article may apply for membership in the normal course but shall not be re-admitted to membership until outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and so certified by the ~~Secretary General~~Chief Executive Officer.
- 14.2 (a) When an International or Recognized Class has been in arrears on all or part of its subscriptions, fees, dues or other payments due to the Federation or any of its subsidiary or associated companies, on the same conditions and terms as provided in Article 14.1(a), the Executive Committee may by a majority vote suspend or cancel the International status and membership of an International or Recognized Class.
- (b) An International or Recognized Class whose status and membership has been suspended or cancelled pursuant to this Article may apply for such status and membership in the normal course but shall not have its International or Recognized status or membership restored until all outstanding subscriptions, fees, dues and other payments due, if any, have been paid in full and so certified by the ~~Secretary General~~Chief Executive Officer.
- 15.1 (a) The status of any existing Member National Authority of the Federation may only be challenged by an existing Member National Authority in good standing or an organization which has or is claiming the status of a governing body of the sport of sailing in the particular country in which the Member National Authority is located and has been so certified by the Constitution Committee having considered the recommendation of the ~~Secretary General~~Chief Executive Officer.
- (b) Any Member may at any time be required at the request of the Executive Committee to demonstrate that its constitution and its representation of the sport of Sailing in that country is such that it would, at that time, satisfy the requirements for Membership as set out in Article 4 and the Regulations at the time applicable to Membership and applications for Membership. If the Executive Committee has reasonable grounds for believing that it does not so satisfy those requirements, and has failed to remedy any deficiency within 30 days of being requested to do so, then it may suspend the Member until the next meeting of Council, at which time Council shall decide whether to reinstate the Member, continue the suspension, or cancel its Membership under Article 15.3.
- 15.2 Any proceedings to make ~~such a~~ challenge under Article 15.1(a) as may be authorized pursuant to these Articles and or the any applicable Regulations shall provide for a fair hearing and hearings of and between all the parties and shall provide the parties with a reasonable opportunity to present such facts as they may wish and to present their claims

and argument before any committee, body, Council or Assembly General Meeting of the Federation as the Articles and Regulations shall provide.

- 15.3 Without limiting any alternative grounds, one of the grounds on which a member's status may be challenged is for persistent disregard of or failure to observe the Constitution of the Federation especially as it pertains to the obligations of membership.
- 15.4 The Council may, by a two-thirds majority vote, at any time cancel the membership of any Member National Authority, but such Member National Authority may request that the General Assembly shall, at its next meeting, review such cancellation on the ground that the discretion of the Council was not exercised for good cause.
16. The procedure for challenging the membership status of a Member National Authority shall be as set forth in the Regulations.
- 17.1 The Council may ~~suspend or~~ cancel the status and membership of an ~~International or Recognized Class ICA Member~~ which in the Council's judgement has failed to meet its obligation ~~to protect the design characteristics of the class~~ of Membership under these Articles or the Regulations or currently does not meet the requirements for the class prescribed in ~~the any R~~rules and ~~R~~recommendations for ~~A~~adoption and ~~C~~ontrol of ~~International or Recognized ISAF C~~lasses.
- 17.12 The Council may ~~suspend or~~ cancel the membership of an Affiliate Member who has, in the opinion of the Council, failed to comply with its or his membership obligations in a material respect.
18. The procedure for challenging the membership status of an Affiliate Member shall be as set forth in the Regulations.
19. The Executive Committee may:
- (a) suspend ~~or cancel~~ the status and membership of an ~~International or Recognized Class ICA Member~~ which is in arrears of any payments due to the Federation or which ~~in the Council's judgement~~ has failed to meet its obligations under these Articles or the Regulations to protect the design characteristics of the class or currently does not meet the requirements prescribed in ~~the any R~~rules and ~~R~~recommendations for ~~A~~adoption and ~~C~~ontrol of ~~International or Recognized ISAF C~~lasses;
 - (b) suspend ~~or cancel~~ the membership of an Associate Member or affiliate member which or who has failed to pay its or his subscription for a period of at least 12 months after the due date or in the opinion of the Council has failed to comply with its or his membership obligations in a material respect.

RETIREMENT OF MEMBERS

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

GENERAL MEETINGS

- 21.1 The Federation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it.
- 21.2 In addition to the General Meetings of Member National Authorities referred to in Article 21.1 above the Council may call and hold meetings of the Council or the Council and its

committees as provided in Articles 42 and 55. Such meetings held to conduct the business of the Federation delegated to it by Article 41 and Article 42 in the case of a committee of the Council are not General Meetings of the members and shall be conducted in accordance with the Regulations regarding the conduct of such meetings.

22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
23. The Executive Committee may whenever they think fit or upon the instruction of the Council convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 113 Companies Act 1931.
24. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Acts entitled to receive such notices from the Federation; but with the consent of all the Member National Authorities having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Member National Authorities may think fit.

25.1 Each Member National Authority may be represented by either:

- (a) its president, chairman or other principal executive officer (such as a secretary general or chief executive officer); or
- (b) a delegate who is a national or resident of the country concerned and who is either a member of the Council or a member of long standing of that Member National Authority; and

Member National Authorities shall ensure that notice of the appointment of such delegate is given in writing to the Chief Executive Officer in accordance with Schedule B to these Articles (which forms part of these Articles). Except where Article 35 applies, no appointment of other proxies is permitted.

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

25.2 If a duly appointed representative under Article 25.1 ~~delegate so appointed~~ is prevented from attending for a reason outside his control, the President may accept an alternate appointment delegate (being an appropriate person under Article 25.1 and being competent to represent that Member National Authority on the matters to be considered at the meeting) at any time up to one hour before the opening of the meeting.

26. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting, General Meeting or General Assembly.
- 27.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Thirty Member National Authorities present by their delegates shall be a quorum.

- 27.2. The provisions set out in Schedule B to these Articles (which shall form part of these Articles) shall regulate the conduct of proceedings at any General Meeting.
28. The agenda for an Annual General Meeting shall include both the ordinary business required under the Acts to be tabled at Annual General Meetings and the following items:
- (a) Approval of the minutes of the last Annual General Meeting and of any subsequent Extraordinary Meeting.
 - (b) To receive:
 - (i) The President's report;
 - (ii) A financial report.
 - (c) To review:
 - (i) Subscriptions;
 - (ii) Applications for Full or Affiliate membership since the last Ordinary Meeting of the General Assembly;
 - (iii) The proposed programme of the Federation's Championships;
 - (iv) Any Regulations made or amended in any substantive way by the Council since the last Ordinary Meeting.
 - (d) To debate and resolve any submission from the Council or from an Officer or from a delegate and normally to refer such matters to the appropriate committees. Political matters shall not be debated unless of direct relevance to yachtingSailing, nor without prior reference to the Constitution Committee. The decision of the Chairman of the General Assembly as to whether a matter is political shall be final.

29.1 Resolutions at any General Meeting (including for the avoidance of doubt any General Assembly) shall be passed by a simple majority of the votes cast by those present and entitled to vote, except:

- (a) where otherwise required by the Acts or these Articles, in which case such resolution must be passed as required by the Acts or by these Articles;
- (b) any resolution on any of the matters listed in Articles 45(a), (b) or (c) must be passed by the same majority as set out in those Articles as if they applied to the General Meeting; or
- (c) any resolution to amend the Memorandum or Articles of Association must be passed by a 75% majority of the votes cast.

29.2 Article 29 shall not affect the right of the Council to vary the table contained in Schedule A in accordance with Article 3840(b).

29.3 Voting on any resolution shall be by show of hands unless the chairman or not less than five of the delegates present request a secret ballot. Any such secret ballot shall take place and the result of the vote be announced before the close of the meeting. In the event of an equality of votes, the chairman shall have a casting vote except in the case of equality of votes related to elections which shall be decided in accordance with the Regulations.

~~29. — Decisions at any General Meeting (including, for the avoidance of doubt, any General Assembly) shall (save where otherwise required by the Acts or these Articles) be taken by a simple majority of votes of those present and entitled to vote except that no resolution for the amendment of the Memorandum of Association or these Articles shall be carried unless 75% of the votes cast shall be in favour of such resolution (but this provision shall not affect the right of the Council to vary the table contained in Schedule A in accordance with Article 40(b)). Voting on any resolution shall be by show of hands unless the chairman or not less than five of the delegates present request a secret ballot. Any such secret ballot shall take place and the result of the vote be announced before the close of the meeting. In the event of an equality of votes, the chairman shall~~

~~have a casting vote except in the case of equality of votes related to elections which shall be decided in accordance with the Regulations.~~

GENERAL ASSEMBLIES

30. The Annual General Meeting in 2012 and in every fourth year thereafter shall constitute and be known as a General Assembly:
31. The membership of the General Assembly shall consist of:
- (a) one delegate of each Member National Authority;
 - (b) the President and the Vice-Presidents, who may ~~also~~ speak and but not vote unless they are also delegates of a Member National Authority; and
 - ~~(c) the Treasurer, unless already a member of the General Assembly in some other capacity; and~~
 - ~~(d)~~(c) pursuant to Article 83, representatives of an ICA Member all of whom may speak but not vote.
32. The agenda for the meeting of the General Assembly shall include both the ordinary business required under the Acts to be tabled at Annual General Meetings and the following items:
- (a) Election of the following:
 - (i) the President;
 - (ii) the ~~seven~~ Vice-Presidents;
 - (iii) the Officers of Honour.
 - (b) To announce the appointed members of the Council.
 - (c) To fix the date of the next Ordinary Meeting of the General Assembly.
 - (d) Any other business.
33. The chairman of Meetings of the General Assembly shall be the President of the Federation, except for any item dealing with elections when the chairman shall be the Chairman of the Election Committee established under Article 75. A newly-elected President shall take the chair of the meeting immediately following the conclusion of the item on the agenda covering elections. If neither shall be present, the members of the General Assembly present shall choose one of the Vice-Presidents or failing them, one of their number, to be the chairman of the remainder of such meeting.
34. A General Assembly may authorize the attendance at its Meetings of committee chairmen, observers and technical advisers who shall not be entitled to vote. They may take part in the proceedings at the request of the Chairman.
35. The election of a delegate to the office of President or Vice-President shall give rise to a casual vacancy at any meeting at which he is appointed, which may provided due notice has been given to the ~~Secretary General~~ Chief Executive Officer prior to the meeting be filled by a nominee of the Member National Authority whose delegate has been elected to the office.

THE COUNCIL

- 36.1 The Council of the Federation shall consist of:-
- (a) the President;
 - (b) the ~~seven~~ Vice-Presidents;

- (c) not more than 30 members appointed by Member National Authorities;
- (d) the Chairman of the ISAF Oceanic and Offshore Committee;
- (e) a member appointed by and from the ISAF Classes Committee;
- (f) a member appointed by and from the ISAF Athletes' Commission; and
- (g) a woman member appointed by:
 - (i) wWomen Vice-Presidents
 - (ii) wWomen members of Council, and
 - (iii) The women of Committees or Sub-committees, the members of which are nominated by Member National Authorities;

~~(h) the Treasurer who, unless already a member in some other capacity, shall be an ex-officio non-voting member~~

37.1 Members of the Council will be appointed as follows:

- (a) as a result of their election as President or Vice President;
- ~~(b) in accordance with Article 40(a), ; in which case the appointment shall be notified to the Secretary General and shall be valid only when received at least two weeks before the meeting of the Council; o~~
- ~~(b) r~~
- (c) under Article 36.1 (d), (e), (f) (g) or (h).

~~38. Members of the Council appointed to serve at, or at the time of, an Ordinary General Assembly Meeting shall hold office until the next following Ordinary General Assembly Meeting or they cease office.~~

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

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

40. (a) Members of the Council appointed by Member National Authorities shall be appointed by the gGroups of Member National Authorities shown in the Table in Schedule A to these Articles. Each gGroup shall be entitled to appoint the number of members to the Council shown opposite its gGroup. ~~The Member National Authorities of each group may nominate a candidate for each of the Council members to which its group is entitled. The candidate with the greatest number of nominations for each Council membership shall be appointed to the Council by the Group. The method of selecting those to be appointed for each Council membership from among those nominated shall be decided by the Group, provided that if there should be no agreement on the method of selection within four weeks of the first meeting of the Council, the method of selection shall be the same as for the President pursuant to Regulation 4.2 of the Regulations. The process of nomination and selection shall be made in accordance with any applicable provisions of Regulation 4 of the Regulations.~~

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

- ~~(b) No earlier than sixty days before the date of the next ordinary meeting of the General Assembly, a Member National Authority may by notice in writing to the Chief Executive Officer nominate a candidate to be a member of Council for that Member National Authority's group for the forthcoming new term. A Member National Authority may change its nomination at any time until thirty days before the meeting of the General Assembly, when the nominations shall close. Any nomination received after this time is not valid.~~
- ~~(c) Following the close of nominations, the candidate(s) with the greatest number of nominations shall be deemed appointed to the Council by the group for the forthcoming new term. The Chief Executive Officer shall publish to all Member National Authorities in a group the nominations made.~~
- ~~(d) If there is an equal number of nominations for a vacancy, then the candidate(s) with the least number of nominations shall be eliminated and a ballot of the Member National Authorities in that group shall be held between the tied candidates. If a tie remains, this procedure shall be repeated until one candidate receives a simple majority of votes. The ballots shall be administered by the Chief Executive Officer.~~
- ~~(e) (e) Appointed members shall hold office until:~~
- ~~(i) the appointment of their successors at the next Ordinary Meeting of the General Assembly;~~
 - ~~(ii) unless if the Council has made changes in Schedule A requiring new nomination and selection of Council members pursuant to Article 40(b) in which case the term of a Council member whose seat is subject to re-nomination shall cease at the time of the selection of his successor, if any, and. Appointed members shall be eligible for re-appointment;~~
 - ~~(iii) until the expiry of any terms agreed or specified by the majority of the group at the time of appointment; or~~
 - ~~(iv) if they resign or otherwise vacate office (in which case the vacancy shall be filled using the procedures in Article 40).-~~
- ~~(d) Appointments of candidates by Groups of Member National Authorities shall be notified to the Secretary General and shall be valid only when received at least two weeks before the Ordinary Meeting of the General Assembly.~~
- ~~(e) In the event of two or more candidates for a Council Membership in any one Group receiving an equal number of nominations, and in the absence of any provision for breaking a tie, the President shall select one of such candidates to be a member for the ensuing term.~~

POWERS OF THE COUNCIL

41. The Council shall be responsible for:

- (a) managing the sport of ~~Yachting~~Sailing, including (notwithstanding the powers of the General Assembly) the receiving, consideration and determination of policy; and
- (b) promoting and (subject to Article 68) carrying out the aims and objects of the Federation,

and shall have all necessary powers of the Federation to discharge such responsibilities, save for those powers that by the Act or by these Articles are required to be exercised by, or under the direction of, the Executive Committee (including those matters set out in Article 68) or at a General Meeting, and subject to:

- (i) any Regulations in force that have been reviewed by the General Assembly,
- (ii) the provisions of the Acts;
- (iii) any Regulations prescribed by the Council, but not yet reviewed by a General Assembly, provided that failure of the General Assembly to review any such Regulation shall not invalidate retroactively acts by the Council done pursuant to such Regulation.

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

43. The Council shall have the power to make Regulations to carry out functions and/or to amend any existing Regulations provided that such Regulations shall not be in conflict with the aims and objects of the Federation or these Articles and shall be reported to and reviewed by the next meeting of the Member National Authorities. The Council may, where the subject of the Regulation affects racing and the Racing Rules of Sailing, pass the Regulation and may, in its discretion, direct that the Regulation shall be incorporated into the Racing Rules by reference. Where such Regulation has been incorporated into the Racing Rules by reference the particular rules found elsewhere in the Articles and Regulations regarding the initiation, deletion, amendment, changing or interpretation of the Racing Rules shall not apply.

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

PROCEEDINGS OF COUNCIL

45. Decisions of the Council shall be taken by a simple majority of votes cast with the following exceptions:

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

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

46. Voting shall be by show of hands or electronic means and may be by secret ballot as determined by the chairman. Three members present may request the holding of a secret ballot, which request shall be put to an open vote of the members present. In the event that a secret ballot is conducted by electronic voting, individual votes shall not be recorded and the Chairman of the Constitution Committee shall verify that such individual votes have not been recorded. Any such ballot shall be held before the meeting is closed. Each member present in person shall be entitled to one vote. The President shall have a second vote or casting vote in the event of an equality of votes.
47. The quorum for meetings of the Council is twelve unless the Council see fit to increase its quorum which it may do in its discretion.
48. Any casual vacancy in the office of the President or of a Vice-President may be filled by the Executive Committee. Any casual vacancy in the membership of the Council may be filled by the Council. In the event of the death or incapacity for any reason of the President, the Executive Committee may designate one of the Vice-Presidents to serve as Acting President until the next meeting of the Council. Any person so appointed shall hold office until the commencement of the next following Ordinary Meeting of the General Assembly, but shall be eligible for re-election or re-nomination.
49. The election of a member of the Council to the office of President or Vice-President shall create a casual vacancy in the Council. If the member of Council elected to office of President or Vice-President causing a casual vacancy is a woman, the person appointed to fill the casual vacancy shall also be a woman.
50. Each nominated member of the Council may at any time appoint some other yachtsman from his Group or nominating body to be an Alternate member of the Council, and may at any time remove any Alternate member so appointed by him.
51. The President may appoint an Alternate in the event of a member being unable to attend and not having notified the ~~Secretary General~~Chief Executive Officer of an Alternate.
52. An Alternate shall be entitled to receive notices of all meetings of the Council and to attend at any such meeting at which the member appointing him is not personally present and is generally to perform all the functions of his appointor as a member during his absence.
53. An Alternate shall ipso facto cease to be an Alternate if his appointor ceases for any reason to be a member.
54. All appointments and removals of Alternates shall be effected by notice given to the ~~Secretary General~~Chief Executive Officer by the member making or revoking any such appointment.
55. The Council shall meet at least once in every calendar year and at such other time or times as a meeting may be convened. There shall be a meeting of the Council at the conclusion of each Ordinary Meeting of the General Assembly. The ~~Secretary General~~Chief Executive Officer shall convene a meeting of the Council on the instructions of the President or two Vice-Presidents or if requested so to do by any four members of the Council.
56. Political matters shall not be debated at meetings of the Council unless of direct relevance to ~~yachting~~Sailing. The decision of the President or other person acting as Chairman of the relevant meeting of the Council as to whether a matter is political shall be final.

CONSTITUTION

57. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
58. The Executive Committee shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meetings of the Federation and of the Council and of committees of the Council. All business transacted at such meetings, and any such minutes of any meeting, if purporting to be approved by the members of such meeting as detailed in Article 59, including the Chairman, shall be enough evidence without any further proof of the facts as written. Where Council or a committee later hold a different view to the minutes because of a change to policy or to a decision, this shall be recorded in the minutes of the meeting at which the change is considered; in this case, the original documents shall not be changed. Where minutes of meetings are proven incorrect (e.g. misspelling or incorrect reference), the formal documents of that meeting shall be changed.
59. A resolution in writing (which may be in counterparts) or a resolution transmitted by electronic means (or other written communication), including E-mail and fax, which has been sent to all the members of Council or any committee or sub-committee who are entitled to receive notice of a meeting, in the case of a resolution in writing signed by a majority or in the case of electronic means which is acknowledged and agreed to by the said electronic means by a majority of the members of the Council or any committee or sub-committee shall be as valid and effective as if it had been passed at a meeting of the Council or of such committee or sub-committee duly convened or constituted. In this Article the term "a majority" shall mean the requisite majority pursuant to the Articles.
60. The President shall take the chair at meetings of the Council, but if he shall not be present the members present shall choose one of the Vice-Presidents or failing them, one of their number, to be the Chairman of such a meeting.
61. (a) The Council may authorize the attendance at its meetings of Observers and Technical Advisers who shall not be entitled to vote. They may take part in the proceedings at the request of the Chairman.
- (b) Any member of the Council may participate in a meeting of the Council by means of telephonic, video conferencing or similar communications whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. The location of such meeting shall be deemed to be the place at which the Chairman of the meeting was located at the time of that meeting.

PROHIBITION OF DISTRIBUTIONS OR DIVIDENDS

62. (a) The income and property of the Federation shall be applied solely towards the promotion of the sport of sailing throughout the world and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members.
- (b) Article 62(a) above shall be subject to the following proviso, namely: nothing in these Articles shall prevent the payment, in good faith, of reasonable and proper remuneration to the ~~Secretary General~~ Chief Executive Officer or other servant of the Federation or to any member in return for any services actually rendered to the Federation, nor prevent the payment of interest at a normal rate on money lent or reasonable and proper rent for premises demised or let by any other member to the Federation.

- (c) No member of the Council shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of the Council, except the repayment of out-of-pocket expenses and interest at a normal rate on money lent or reasonable and proper rent for premises let or demised to the Federation, or fees paid for acting as an ISAF Race Official.
- (d) Payments to any company of which a member of the Council may be a member, and in which such member of the Council shall not hold more than one hundredth part of the capital shall be disregarded for the purposes of this Article 62 and such member of the Council shall not be bound to account to the Federation for any share of profits which he may receive in respect of such payment.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL AND EXECUTIVE COMMITTEE

63. The office of a member of the Council and/or the Executive Committee shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if he becomes of unsound mind;
 - (c) if by notice in writing to the ~~Secretary General~~Chief Executive Officer Secretariat he resigns his office;
 - (d) in the case of a member of the Executive Committee if he ceases to hold office by virtue of any provision of the Acts or he becomes otherwise prohibited by law from being a director of a company incorporated under the laws of the Isle of Man.

OFFICERS

64. The officers of the Federation shall consist of the President, the seven Vice-Presidents (two of whom shall be women), ~~the Treasurer~~ and the ~~Secretary General~~Chief Executive Officer. They shall be ex-officio members of all committees of the Federation and, save for the ~~Treasurer and the Secretary General~~Chief Executive Officer, shall be entitled to vote on committees to which they have been appointed by the Council.
65. The officers (save for the Treasurer and the ~~Secretary General~~Chief Executive Officer) shall be elected at a General Assembly and shall hold office until the election of their successors at the next Ordinary General Assembly and shall be eligible for re-election save as provided by Article 73.
66. Subject to Article 65 any person active in ~~yachting~~Sailing shall be eligible for election to the office of President or Vice-President whether or not he is a delegate to the General Assembly or a member of the Council.

EXECUTIVE COMMITTEE

67. The Executive Committee shall consist of the ~~President and the seven Vice-Presidents~~officers of the Federation set out in Article 64, and shall constitute the board of directors of the Federation. One Vice President shall be nominated by the Executive Committee to report to the Council on financial matters. ~~The Treasurer shall be an~~

~~ex-officio non-voting member of the Executive Committee, and also of the Constitution Committee and General Assembly, unless already a member in some other capacity.~~

68. The Executive Committee:

- (a) shall be responsible for implementing the policy decisions of the Council and for taking all management and operational decisions on behalf of the Federation;
- (b) has full responsibility for managing the corporate and financial affairs of the Federation;
- (c) may seek such advice as it considers appropriate and
- (d) shall work in close collaboration with the chairmen of committees established by The Council;
- (e) shall, following each Executive Committee meeting, distribute a memorandum of the meeting's decisions to the national authorities, members of The Council and committee chairmen; and
- (f) shall, in all its actions and deliberations the Executive Committee shall report to The Council.

69. The Executive Committee shall nominate the ~~c~~Chairman and ~~v~~Vice-~~C~~Chairman of committees of the Council, shall submit these nominations to ~~T~~the Council for ratification, and shall submit the names of proposed committee members to ~~T~~the Council in accordance with the Regulations.

70. The appointment of the ~~Secretary General~~Chief Executive Officer ~~and the Treasurer~~ shall be determined by the Executive Committee.

71. The Executive Committee may delegate any of its powers to any of its members or committeea committee consisting of one or more members as ~~they~~it may determine. Any such delegation may be subject to such conditions as they may impose which may be revoked or varied. The proceedings of any such committee shall be governed by these Articles.

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

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

NOMINATION AND ELECTION OF OFFICERS-~~THE PRESIDENT AND VICE PRESIDENTS~~

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

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

ELECTION COMMITTEE

75. Not less than ~~eight~~twelve weeks before a Meeting of the General Assembly, the Council shall appoint an Election Committee consisting of not more than five members.
76. The Election Committee shall:
- (a) determine whether or not a nominated candidate is eligible for election;
 - (b) publish a list of eligible candidates nominated in accordance with Article 74 together with the names of their nominating Member National Authorities for distribution with the agendas of Council
 - (c) be responsible for the conduct of the election and the votes taken for the candidates ~~during the meeting of the General Assembly~~.

REVIEW BOARD

77. Constitution of the Review Board

- (a) There shall be a Review Board appointed by the Council at its first meeting after each Ordinary Meeting of the General Assembly. Should a vacancy occur, among the appointed members or there be a need for more members, the Council may appoint a replacement or more members at the next meeting. The Review Board shall consist of a Chairman, Vice-Chairman, and not less than ten and not more than twenty five members.
- (b) The Review Board shall, for the purpose of deciding matters referred to the Board, operate by review panels of three or five members (no more than two of which shall be from the same country) appointed by the Chairman of the Review Board, or in his absence the Vice-Chairman.

78. Membership

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

- (a) Members shall be proficient in the English language,
- (b) At least one-third of the members shall have a legal background,
- (c) Members shall have a substantial ~~yachting~~Sailing and sports background,
- (d) Members shall be persons of the highest integrity from the world ~~yachting~~Sailing community.

79. Authority and Functions

The Review Board will decide on:

79.1 As to questions of Eligibility

- (a) A request by a Member National Authority or the ISAF Executive Committee for review and confirmation, revision, modification or annulment of its own decision affecting a competitor's ISAF eligibility; and
- (b) Any appeal which a competitor or prospective competitor files with the Review Board, concerning his or her eligibility under the Articles, the Regulations, the Racing Rules of Sailing, the Equipment Rules of Sailing; or the Constitution,

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Regulations or Rules adopted by International Classes and Recognised Classes designated as such in accordance with the Regulations ; and

- (c) Any appeal which a competitor is entitled to make to the Review Board concerning:
- (i) the Competitor's ISAF Eligibility under the Regulations, the Racing Rules of Sailing and the Equipment Rules of Sailing, or
 - (ii) Concerning the competitor's ISAF Class eligibility under the Classes' Constitution or Regulations (or equivalent thereof), or
 - (iii) Concerning the competitor's ISAF or other eligibility under the Constitution, By-laws, Regulations, Rules or governing documents of any kind made, adopted or acknowledged by any governing body or authority in respect of any Special Events or Class Events as defined in the Regulations.

In these Articles, the Regulations and any sailing activities governed by them, eligibility means the status required to enter events as generally set out in the Eligibility Code contained in the Regulations or in any documents governing any Class or Event which are of a similar nature and intent.

79.2 Generally, any appeal by any person or organization where these Articles of the Regulations specifically authorize that person or organization to make such an appeal.

80. **Procedure**

The Review Board shall establish its own rules and procedure. The Board may require those applying or requesting a review or causing costs of the Board or one of its panels to exceed normal costs to pay such fee as it may determine.

A copy of the rules and procedure of the Review Board as adopted from time to time shall be furnished promptly to each National Authority.

81. **Decisions of the Review Board:**

- (a) Shall be by simple majority,
- (b) May confirm, revise, modify or annul the decision which is the subject of the appeal, or order the body that made the decision to hear or rehear the case. Except in a case which is the subject of an appeal in accordance with Article 82, its decision shall be final and binding upon all bodies that are subject to the Federation's Articles, Regulations, and Rules and upon any competitors or persons to whom they apply.

82. **Appeal of a Review Board Decision**

Notwithstanding Article 81, there shall be a right of appeal by any of the parties from any decision of the Review Board:

- (a) In any case involving accredited Olympic Competitors, in which the Court of Arbitration for Sport has properly established its jurisdiction under the Olympic Code for Sports,
- (b) In any other case in which a competitor consents to the jurisdiction of the Court of Arbitration for Sport in respect of the appeal.

~~INTERNATIONAL AND RECOGNIZED ISAF~~ CLASS ASSOCIATIONS AND AFFILIATE MEMBERS

83. One representative of each ICA ~~m~~Member and each Affiliate Member shall be entitled to attend and speak on behalf of his class or organization at Meetings of the General Assemblies, but shall not be entitled to vote.
84. ICA ~~m~~Members and ~~a~~Affiliate ~~m~~Members shall be entitled to such representation on committees as may be specified in the Regulations made by the Council from time to time.

OFFICERS OF HONOUR

85. On a proposal made by the President, the General Assembly may, as a mark of respect or of appreciation for past services to the Federation, elect any distinguished yachtsman to an Office of Honour. Offices of Honour may include that of President of Honour, or Vice-President of Honour, or such other title of Honour as the General Assembly may at the time of the election prescribe.
86. Unless otherwise prescribed by the General Assembly at the time of the election, an individual person elected to an Office of Honour shall hold such Office for the remainder of his life.
87. On election to an Office of Honour he shall be deemed to have retired from the office or position in the Federation previously held by him. An Officer of Honour shall nevertheless be entitled to attend and to participate in the deliberations of all meetings of the General Assembly, the Council and its committees, but shall not be entitled to vote unless specifically appointed to a committee. (For the avoidance of doubt, an Officer of Honour shall not, unless otherwise specifically appointed to such position, be a director or other executive officer of the Federation.)

~~SECRETARY GENERAL~~ CHIEF EXECUTIVE OFFICER

88. Subject to the provisions of the Acts the ~~Secretary General~~ Chief Executive Officer shall be appointed by the Executive Committee for such time at such remuneration and upon such conditions as it may think fit, and any ~~Secretary General~~ Chief Executive Officer so appointed may be removed by it. The provisions of section 19 Companies Act 1982 shall apply and be observed. The Executive Committee may from time to time by resolution appoint an assistant or deputy ~~Secretary General~~ Chief Executive Officer, and any person so appointed may act in place of the ~~Secretary General~~ Chief Executive Officer if there be no ~~Secretary General~~ Chief Executive Officer or no ~~Secretary General~~ Chief Executive Officer capable of acting.
89. Subject to the supervision of the Executive Committee the ~~Secretary General~~ Chief Executive Officer shall be responsible for the maintenance of a secretariat adequate to deal with the affairs of the Federation. ~~The Secretary General shall cause proper minutes to be kept of all proceedings of the General Assembly, the Council and other committees.~~

DIVISIONS AND SECTIONS

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

- (ii) the election of a Chairman and other officers of the Division or Section;
 - (iii) the finances of the Division or Section.
- (b) The Council shall not delegate to a Division or Section any function the exercise of which would derogate from the rights of the Member National Authorities of the Federation.
 - (c) The Council may if it thinks fit require members of a Division or Section to pay an additional subscription to meet the costs of the Division or Section.
 - (d) The Council may dissolve any Division or Section at any time, subject to full prior consultation with its members.

ACCOUNTS

- 91. The Executive Committee shall cause accounting records to be kept in accordance with the requirements of the Acts.
- 92. The accounting records shall be kept at the Office, or, subject to the provisions of the Acts, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the Officers of the Federation.
- 93. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Federation or any of them shall be open to the inspection of members not being officers of the Federation, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Federation except as conferred by statute or authorized by the Executive Committee or by the Federation in General Meeting.
- 94. At the Annual General Meeting in every year the Executive Committee shall in accordance with the provisions of the Acts lay before the Federation an income and expenditure account for the period since the last preceding accounting reference date together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notice of General Meetings in accordance with section 11 Companies Act 1982 in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 15 Companies Act 1982.

AUDIT

- 95. In accordance with the provisions of the Acts once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 96. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts, the members of the Executive Committee being treated for all purposes as the Directors mentioned in those provisions.
- 97. Notwithstanding Article 42, the Executive Committee shall appoint an audit committee consisting of at least four members including a chairman who shall be a person with experience of the work of the Federation, and no more than one member of the Executive

Committee. The terms of reference and rules of procedure shall be as approved from time to time by the Council.

THE SEAL

97. (a) The seal of the Federation shall not be affixed to any instrument except by the authority and in the presence of at least two members of the Executive Committee and of the ~~Secretary General~~Chief Executive Officer, and the said members and ~~Secretary General~~Chief Executive Officer shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.
- (b) The Federation may exercise the powers conferred by the Act
- (i) with regard to having an Official Seal for use abroad and such powers shall be vested in the Executive Committee; and
 - (ii) to dispense with the need for a Seal pursuant to Section 29A Companies Act 1931.

NOTICES

98. A notice may be served given by the Federation upon any Full or other Member or members of the Council or the Federation, either personally or by sending it by post, , facsimile or e-mail to that party at their registered address or to the address or electronic address, if any, supplied to the Federation for the giving of notices to that party. Notices sent by facsimile or e-mail shall be deemed to have been effected immediately.
99. Any notice, if served by post, shall be deemed to have been served on the seventh day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class airmail letter.

WINDING UP

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

INDEMNITY

101. Every member of the Executive Committee or other officer of the Federation shall be entitled to be indemnified out of the assets of the Federation against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no member of the Executive Committee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Federation in the execution of the duties of his office or in relation thereto, but this

Article shall only have effect in so far as its provisions are not avoided by Section 151(a) Companies Acts 1931. The Executive Committee shall have power to purchase and maintain for any member of the Executive Committee, officer or auditor of the Federation insurance against any such liability as is referred to in Section 151(a) Companies Acts 1931.

SCHEDULE A (Article 40)
Groups of National Authorities

	Group	Nominating Authorities (ISAF Member National Authorities)	Numbers to be nominated to Council
A	United Kingdom Ireland	Royal Yachting Association Irish Sailing Association	2
B	Central Europe	Austrian Sailing Federation Croatian Sailing Federation Czech Sailing Association Deutscher Segler-Verband Hungarian Yachting Association Sailing Association of the Principality of Liechtenstein Slovak Sailing Union Slovenian Sailing Federation Swiss Sailing	2
C	East Europe	Belarus Sailing Union Bulgarian Sailing Federation Kosovo Sailing Federation Lithuanian Yachting Union Macedonian Sailing Association of the Former Yugoslav Republic of Macedonia Moldovian Yachting Federation Montenegro Sailing Federation Polski Związek Żeglarski Romanian Sailing Federation Serbian Sailing Federation Sailing Federation of Ukraine Yachting Union of Latvia	2
D	South Europe	Cyprus Yachting Association Federation Francaise de Voile Italian Sailing Federation Federazione Sammarinese Vela Hellenic Yachting Federation Israel Yachting Association Federation Libanaise de Yachting Malta Sailing Federation Turkish Sailing Federation Yacht Club de Monaco	3
E	Iberian Peninsula	Federacao Portuguesa de Vela Federacio Andorrana de Vela Real Federacion Espanola de Vela	1
F	Low Countries	Federation Luxembourgeoise de Voile Federation Royale Belge du Yachting Koninklijk Nederlands Watersport Verbond	1
G	North Europe	Danish Sailing Association Estonian Yachting Union Finnish Sailing Federation Icelandic Sailing Association Norwegian Sailing Federation Swedish Sailing Federation	2

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	Group	Nominating Authorities (ISAF Member National Authorities)	Numbers to be nominated to Council
H	Euro-Asian	Armenian Sailing Federation Georgian Sailing Federation Kazakhstan Sailing Federation Russian Yachting Federation Sailing Federation of Azerbaijan Sailing Federation of Kyrgystan	1
I	North Africa and Middle East	Bahrain Maritime Sports Association Egyptian Sailing and Water ski Federation Federation Algerienne de Voile Fédération Djiboutienne de Voiles Federation Royale Marocaine de Yachting a Voile Federation Tunisienne de Voile Kuwait Sea Sport Club Iran Canoeing, Rowing & Sailing Federation Libyan Sailing Federation Oman Sailing Committee Palestine Sailing Federation Qatar Sailing and Rowing Federation Saudi Arabia Maritime Sports Federation Sudan Sailing Federation UAE Marine Sports Federation	1
J	East Asia	Chinese Taipei Sailing Association Chinese Yachting Association Guam Sailing Federation Hong Kong Sailing Federation Japan Sailing Federation Korean Sailing Association Philippine Sailing Association Yacht Racing Association of the Democratic People's Republic of Korea	2
K	South and Central Asia	Indonesia Sailing Federation Malaysian Yachting Association Myanmar Yachting Federation Pakistan Sailing Federation Singapore Sailing Federation Vietnam Canoeing, Rowing and Sailing Federation Yachting Association of India Yachting Association of Sri Lanka Yacht Racing Association of Thailand	1
L	South West Pacific	Federation Tahitienne de Voile Fiji Yachting Association Pago Pago Yacht Club (American Samoa) Papua New Guinea Yachting Association Sailing Cook Islands Samoa Sailing Association Yachting Australia Inc. Yachting New Zealand Vanuatu Sailing Association	2

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	Group	Nominating Authorities (ISAF Member National Authorities)	Numbers to be nominated to Council
M	South & West South America	Federacion Argentina de Yachting Federacion Chilena de Navegacion a Vela Federacion Ecuatoriana de Yachting Federacion Peruana de Vela Yacht Club Uruguayo	1
N	Central & East South America	Confederacao Brasileira de Vela e Motor Yacht Club Ypacarai (Paraguay)	1
O	North South America, Central America and Caribbean	Antigua Sailing Association Aruba Sailing Association Asociacion Nacional de Navegacion a Vela (Guatemala) Bahamas Sailing Association Barbados Sailing Association Inc. Belize Sailing Association Bermuda Sailing Association Cayman Islands Sailing Club Federacion Colombiana de Vela Federacion de Vela de Puerto Rico Federacion Dominicana de Vela Federacion Mexicana de Vela Federacion Nautica de Cuba Federacion Venezolana de Vela Grenada Sailing Association Inc. Jamaica Yachting Association Netherlands Antilles Sailing Federation Panama Sailing Association Royal British Virgin Islands Yacht Club St. Lucia Sailing Association Salvadorean Sailing Federation Trinidad and Tobago Sailing Association Virgin Islands Sailing Association (US)	2
P	North America	Canadian Yachting Association US Sailing	3
Q	Africa – South of the Sahara	Federacao Angolana de Vela Botswana Yacht Racing Association Kenya Yachting Association Madagascar Yachting and Rowing Squadron Mauritius Yachting Association Federação Moçambicana de la Vela e Canoagem Namibia Sailing Association Nigeria Rowing and Yachting Federation Sailing Association of Zimbabwe Seychelles Yachting Association South African Sailing Federation Senegalaise de Voile Tanzania Sailing Association Uganda Sailing Federation	1

SCHEDULE B (ARTICLE 27.2)**PROVISIONS RELATING TO GENERAL MEETINGS**

1. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Member National Authorities, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine.
2. The President of the Federation shall preside as Chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Member National Authorities present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some representative of a Member National Authority who shall be present to preside.
3. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

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

4. Subject to the provisions of the Acts, a resolution in writing signed by the duly authorized delegates of all the Member National Authorities for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Federation duly convened and held.
5. Save as expressly provided in these Articles, no member other than the properly appointed delegate of a Member National Authority, which shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of its membership, shall be entitled to vote on any question at any General Meeting. Where a duly appointed representative or delegate is unable to attend and vote either because he is refused entry to the country where that meeting is taking place or through unforeseen ill health then, if the Chief Executive Officer is satisfied after making such enquiries as he deems appropriate as to the causes of such inability to attend, then the Member National Authority in question may appoint a member of that country's diplomatic corps within the country where the meeting is taking place to take the place of and represent the delegate in question.
6. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision thereon shall be final and conclusive.
- 7.1 Votes may be given on a poll only by a properly appointed representative or delegate.
- 7.2 A corporation may only vote by its duly authorized representative or delegate appointed in accordance with these Articles.
8. ~~The~~ Any instrument appointing a delegate shall be in writing under the hand of the appointor or its attorney duly authorized in writing, or if such appointor is a corporation under its common seal or under the hand of some officer duly authorized in that behalf.

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

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

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

'We, _____ ,
 'of _____ ,
 'a Member National Authority of the Federation, _____ ,
 'hereby appoint _____ ,
 'of _____ ,

as our delegate to vote for us on our behalf at the '[Annual/Extraordinary] General Meeting of the _____ Federation to be held on _____ 20 _____ ,
 'and at any adjournment thereof.
 'Signed on _____ 20 _____ .'

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

Names and addresses Of subscribers	Signatures
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1. Fort Street Nominees Limited
3rd Floor, Celtic House
Victoria Street
Douglas
Isle of Man IM1 2SJ

For an on behalf of Fort Street Nominees Limited

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

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

Dated: 28 June 1996

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