

World Sailing Limited

(company registration number 79772C) (World Sailing, the Company or the Federation)

Written Special Resolutions – Explanatory Note

This explanatory note accompanies the written special resolutions that were circulated by the Board on 18 May 2022 (“**Written Special Resolutions**”).

This explanatory note is set out in three sections as follows:

- **Part 1:** Background
- **Part 2:** Written Special Resolutions
- **Part 3:** Next Steps

The information provided in this explanatory note has been made available for general information purposes only.

PART 1: BACKGROUND

On 1 March 2022, World Sailing (also referred to as the Federation) issued a statement (“**Statement 1**”) confirming that it would join the International Olympic Committee (IOC) and global sports organisations in taking the decision to suspend the participation of Russian and Belarusian athletes and officials in World Sailing owned and sanctioned competitions and events until further notice (full statement available [here](#)).

The Board has considered this matter with regard to the fact that the Federation is being put under increasing pressure from its stakeholders to take action prior to the Mid-Year Meeting (scheduled to take place in Abu Dhabi from 26 – 29 May 2022).

On 18 April 2022, World Sailing issued a follow up statement (“**Statement 2**”) to Statement 1 confirming that the Board agreed (at a board meeting on 6 April 2022) to set in motion the processes and approvals from its stakeholders to enable in extraordinary circumstances the temporary suspension of the participation of members of committees, commissions, working parties, the Council and any other relevant body of World Sailing (full statement available [here](#)).

By way of update and as contemplated by Statement 2, the World Sailing Legal Team has now completed their review of World Sailing’s constitution and Regulations and reported their findings to the Board at a Board meeting on 17 May 2022 (“**May Board Meeting**”).

At the May Board Meeting, the Board agreed:

1. The text of the two (2) written special resolutions (as referred to at Part 2 below) (“**Written Special Resolutions**”) proposing certain changes to the Company’s current articles of association;
2. To circulate the Written Special Resolutions to all eligible member national authorities (“**MNAs**”) of the Federation and anyone else entitled to receive notice of a General Meeting in accordance with the Company’s current articles of association; and
3. To act on the decisions returned by the Written Special Resolutions and those applying (if approved and adopted) the Company’s new articles of association.

PART 2: WRITTEN SPECIAL RESOLUTIONS

The Board has circulated two Written Special Resolutions with this explanatory note, Written Special Resolution 1 (as referred to at Part 2, A below) and Written Special Resolution 2 (as

referred to at Part 2, B below). **Written Special Resolution 2 is conditional upon Written Special Resolution 1 being duly passed.**

A. Written Special Resolution 1

The proposed adoption of a new Article 104 which, in summary, inserts a new Schedule D, which if incorporated, would provide for:

Part 1 of Schedule D

- Members of the Federation at a General Meeting or by written resolution requiring a 75% majority of the votes cast to consider and apply a threshold to temporarily suspend one or more members of Council or the Election Committee.
- The threshold is set out at Appendix 1 to this note and labelled Threshold 1.
- If the members of the Federation determine Threshold 1 is met the affected individual shall be temporarily suspended meaning they have no privileges or rights in respect of Council or the Election Committee.

Part 2 of Schedule D

- Council at a Council Meeting or by written resolution requiring a 75% majority of the votes cast to consider and apply a threshold to temporarily suspend one or more members of "Relevant Bodies" including but not limited to committees, sub-committees, commissions and the Judicial Board.
- The threshold is set out at Appendix 1 to this note and labelled Threshold 2.
- If Council determines Threshold 2 is met the affected individual shall be temporarily suspended meaning they have no privileges or rights in respect of the Relevant Body.

Note that under both Part 1 and Part 2 of Scheduled D:

- The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in the circumstances that gave rise to the suspension, the Board shall pass the matter back to the members of the Federation to determine.
- An affected individual may appeal in certain circumstances and the appeal will be heard by an Independent Panel appointed by the Judicial Board.
- Any suspension shall remain in force pending the Independent Panel's decision.

B. Written Special Resolution 2

Provided that Written Special Resolution 1 is duly approved, Written Special Resolution 2 provides the opportunity for the eligible MNAs of World Sailing to consider and apply Threshold 1 to determine whether to temporarily suspend any relevant member(s) of Council.

PART 3: NEXT STEPS

1. Please carefully read and consider both Written Special Resolutions before voting
2. Please complete the voting page (page 4) of the Written Special Resolutions
3. Please note the points on page 5, including that votes must be reach the Executive Office by **1300 UTC on 23 May 2022** by emailing office@sailing.org

Appendix 1

Threshold 1

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, a member of Council or the Election Committee may be temporarily suspended by a decision of a General Meeting or written resolution (which shall be valid and effective as if it had been passed at a duly convened General Meeting) passed as a Special Resolution (requiring a 75% majority of the votes cast) if:
- (i) the member of Council or the Election Committee is
 - (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,a country or territory whose actions the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
 - (ii) the eligible voting members of the Federation (such number of them as required to pass a Special Resolution) determine that it is no longer appropriate for that member to continue as a member of Council or the Election Committee because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member's ongoing membership of Council or the Election Committee.

Appendix 2

Threshold 2

- (a) In order to take protective measures to preserve sporting integrity and ensure the safety of the Federation, its members and stakeholders, and the sport of sailing, Council may temporarily suspend one or more members of a committee, sub-committee, commission, working party, forum, Judicial Board or members of any Divisions and Sections (a “Relevant Body”) by a decision of a Council Meeting or a written resolution (which shall be valid and effective as if it had been passed at a duly convened Council meeting) passed by a 75% majority of the votes cast:
- (i) the member is
- (1) a national of;
 - (2) a member of the Member National Authority of; or
 - (3) affiliated to the Member National Authority of,
- a country or territory whose actions Council determines (under the threshold set out at paragraph (a) above) are contrary to the values or best interests of the Federation, its members or stakeholders, or the sport of sailing; and
- (ii) Council determines (under the threshold set out at paragraph (a) above) that it is no longer appropriate for that member to continue as a member of the Relevant Body because the actions of the country or territory in question are so objectionable that only the suspension of the member is sufficient to address the potential damage to the values, best interests or reputation of the Federation, its members or stakeholders, or the sport of sailing, that may be caused by the member’s ongoing membership of the Relevant Body.