

Company Number: 79772C

THE COMPANIES ACTS 1931 TO 2004
COMPANY LIMITED BY GUARANTEE
WRITTEN SPECIAL RESOLUTIONS OF
WORLD SAILING LIMITED

Circulation Date: 18 May 2022

Pursuant to Article 102(j) of the Articles of Association, the directors of the Company propose the following resolutions are passed as written special resolutions of the Company:

WRITTEN SPECIAL RESOLUTION 1

1 THAT the Articles of Association be and are hereby amended by the insertion of new Article 104 and Schedule D as follows:

“104. Notwithstanding any other Article or Regulation, the provisions of Schedule D shall apply and take precedence over any conflicting Article or Regulation.”

“SCHEDULE D

PART 1

“TEMPORARY SUSPENSION OF MEMBERS OF COUNCIL AND THE ELECTION COMMITTEE

(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.

- (b) The Board shall be authorised to act following the return of any decision taken in accordance with paragraph (a) above and promptly notify any affected member(s) of Council or the Election Committee of such decision and shall publish the decision of the eligible voting members on the Federation's website.**
- (c) The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in circumstances giving rise to the suspension, the Board shall promptly notify any affected member and convene an Extraordinary General Meeting in accordance with Article 23 or use the written resolution procedure in accordance with Article 102(j) for the members of the Federation to reconsider any such suspension as a Special Resolution. The Board shall then promptly notify the decision of the Special Resolution at the General Meeting or written Special Resolution to any affected member and publish the decision of the General Meeting or written Special Resolution on the Federation's website.**
- (d) Whilst such a suspension is in force, no affected member of Council or the Election Committee has any privileges or rights in respect of Council or the Election Committee, nor may they participate in any proceedings of Council or the Election Committee. This includes, but is not limited to, attending meetings, receiving papers and communications, receiving minutes, counting for the purpose of quorum and voting, and appointing an alternate member.**
- (e) Any affected member of Council or the Election Committee may appeal against (i) a decision to suspend them in accordance with paragraph (a); or (ii) a decision to maintain their suspension in accordance with paragraph (c). The affected member of Council or the Election Committee shall submit their written grounds of appeal and any documents on which they rely to the Chief Executive Officer of the Federation within seven days of being notified of any such decision to suspend them or to maintain their suspension. The Board, acting on behalf of the Federation, shall then within seven days file its written response to the grounds of appeal and any documents on which it relies. The appeal will then be heard by an Independent Panel appointed by the Judicial Board in accordance with the Regulations. Any suspension shall remain in force pending the Independent Panel's decision.**

PART 2

TEMPORARY SUSPENSION OF MEMBERS OF COMMITTEES, SUB-COMMITTEES AND OTHER BODIES OF THE FEDERATION

- (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.
- (b) Council shall promptly notify any affected member(s) of any Relevant Body of such decision and shall publish the decision on the Federation’s website.
- (c) The Board shall review any suspension at least every three months. If the Board determines that there has been a material change in circumstances giving rise to the suspension, the Board shall promptly notify any affected member and ask Council to reconsider any such suspension. The Board shall then promptly notify the decision of Council to any affected member and publish the decision of Council on the Federation’s website.
- (d) Whilst such a suspension is in force, no affected member of a Relevant Body has any privileges or rights in respect of the applicable Relevant Body, nor may they participate in any proceedings of the applicable Relevant Body. This includes, but is not limited to, attending meetings, receiving papers and communications, receiving minutes, counting for the purpose of quorum and voting, and appointing an alternate member (as the case may be).
- (e) Any affected member of a Relevant Body may appeal against (i) a decision to suspend them in accordance with paragraph (a); or (ii) a decision to maintain their suspension in accordance with paragraph (c). The affected member of a Relevant Body shall submit their written grounds of appeal and any documents

on which they rely to the Chief Executive Officer of the Federation within seven days of being notified of any such decision to suspend them or to maintain their suspension. The Board, acting on behalf of the Federation, shall then within seven days file its written response to the grounds of appeal and any documents on which it relies. The appeal will then be heard by an Independent Panel appointed by the Judicial Board in accordance with the Regulations. Any suspension shall remain in force pending the Independent Panel's decision.

WRITTEN SPECIAL RESOLUTION 2

THAT, subject to the approval of Written Special Resolution 1 (above), the following individual be and is hereby temporarily suspended with immediate effect from Council in accordance with our application of Article 104 and Part 1 of Schedule D of the Articles of Association:

Name	Surname	Designation
Tatiana	Ermakova	Council Member, Group H

Voting

The undersigned, a duly authorised person acting by and on behalf of the below Member National Authority of the Company, hereby irrevocably votes as follows on the Resolutions:

Name of Member National Authority: _____

Name of person representing the MNA: _____

Position of person representing the MNA: _____

Resolution 1 – SPECIAL RESOLUTION

Vote: [] IN FAVOUR of the Resolution

 [] AGAINST the Resolution

 [] ABSTAIN on the Resolution

Please insert a “X” against ONE option only.

Resolution 2 – SPECIAL RESOLUTION

Vote: [] IN FAVOUR of the Resolution

 [] AGAINST the Resolution

 [] ABSTAIN on the Resolution

Please insert a “X” against ONE option only.

Signature

Date

Notes

- 1 Once you have voted and submitted your vote to the Executive Office, you cannot change or withdraw your vote.
- 2 If you “Abstain”, do not vote or you submit an invalid vote, your vote will not be considered in the calculation of the result.
- 3 Voting is on the Resolutions as presented above. Any amendments to the Resolutions made by a voter will render the vote invalid.
- 4 Your vote must reach the Executive Office by **1300 UTC on 23 May 2022**. Please email it to office@sailing.org.