

Extraordinary General Meeting of IWCA A.S.D. - (Non-Profit organization)

Notice published on the official website of the class:

<https://www.windsurferclass.org/agm-meeting/>

To the Members MNA e NA:

Australia Nick Bez
Finland Jaakko Rewell
France Celine Bordier
Holland Harold Elfring
Italy Luca Frascari
Japan Tatsuo Sakuno
South Africa Greg Reis
Spain Andrea Marchesi
Thailand Romeo Romei
USA Caroll-Ann Alie

IWCA EXECUTIVE COMMITTEE:

Maurizio BUFALINI President (resigned)
Greg JOHNS 1st Vice President
Vincenzo BAGLIONE Executive Secretary
Guido AMATO Treasurer
Celine BORDIER
Berry DONKERSLOOT
Greg REIS
Harold ELFRING

Their E-mail address

The Extraordinary General Meeting of IWCA a.s.d. will be held on:

Sunday 22nd Jan 2023

First call: 09.00 am

Second call: 09:30 am (CET) Via ZOOM: <https://us02web.zoom.us/j/85938627409>

On this occasion, eligible associated members, who have not already done so, are again invited to regularize their position within the statutory terms (Link: <https://www.windsurferclass.org/costitution/>)

VIA Zoom : <https://us02web.zoom.us/j/85938627409>

If you have any questions, please contact: Guido Amato

AGENDA EGM

1. Opening - verify assembly powers
2. Discuss and vote for changes of the constitution
3. Questions
4. Closing

Dear IWCA Member,

You are administered as a Full Member of the International Windsurfer Class Association (IWCA) and therefore entitled to vote at General Meetings of the IWCA.

The constitution of the IWCA (article 8.1) says that there must be an election in the AGM to vote for a new President and Executive Committee (EC) in the year after the Olympics Summer Games, which was 2022. Several EC meetings were held and (A) GMs were withdrawn or postponed due to conflicts between members of the existing EC and unclarity about some articles in the constitution of the IWCA. This situation is not good for the IWCA itself and all the members and sailors that are involved with the class.

On the 18th of December 2022 a taskforce has been formed by 3 members of the Executive Committee: Berry Donkersloot, Greg Reis and Harold Elfring, they have concluded that the conflicts between the members of the EC cannot be resolved and that the EC cannot function on a way that the EC should be working.

They also concluded that before running the AGM some articles in the constitution needs to be changed to execute and run a clear/transparent election for the new President and EC of the IWCA. Based on input from EC Members and Full Members they also proposed to change or correct some errors in the constitution to improve the functioning of the IWCA in the future.

It is therefore that they advise to run an Extraordinary General Meeting according article 7.2 of the constitution to discuss this matter and proposed changes in the constitution. To run an EGM, this should be called by at least 5 (five) Full Members.

The Full Members of the IWCA who have accepted by sending an e-mil within the established terms are:

- Harold Elfring, NCA Netherlands, Nick Bez, NCA Australia, Caroll-Ann Alie NCA USA, Celine Bordier NCA France, Luca Frascari, NCA Italy, Greg Reis, NCA South Africa, Jaakko Rewell Finland, Andrea Marchesi, NCA Spain.

Attached you will find a letter to inform you about a call for an Extraordinary General Meeting of the IWCA.

16 of January 2023

Best regards

The Executive Secretary
Vincenzo Baglione

The Tresurer
Guido Amato



I.W.C.A. International Windsurfer Class Association



To : Full Members IWCA
Subject : Extraordinary General Meeting IWCA

10th of January 2023

Dear IWCA Member,

You are administered as a Full Member of the International Windsurfer Class Association (IWCA) and therefore entitled to vote at General Meetings of the IWCA.

The constitution of the IWCA (article 8.1) says that there must be an election in the AGM to vote for a new President and Executive Committee(EC) in the year after the Olympics Summer Games, which was 2022.

During the last months there has been resignations by the President and other members of the EC. Also several EC meetings were held and (A)GMs were withdrawn or postponed due to conflicts between members of the existing EC and unclarity about some articles in the constitution of the IWCA. This situation is not good for the IWCA itself and all the members and sailors that are involved with the class.

On the 18th of December 2022 a taskforce has been formed by Berry Donkersloot (ITA) and member of the EC, Greg Reis(RSA), President of NCA in RSA and Harold Elfring (NED), President of the NCA in NED. They have concluded that the conflicts between the members of the EC cannot be resolved and that the EC cannot function on a way that the EC should be working. They also concluded that before running the AGM some articles in the constitution needs to be changed to execute and run a clear/transparent election for the new President and EC of the IWCA. Based on input from EC Members and Full Members they also proposed to change or correct some errors in the constitution to improve the functioning of the IWCA in the future.

It is therefore that they advise to run an Extraordinary General Meeting according article 7.2 of the constitution to discuss this matter and proposed changes in the constitution. To run an EGM, this should be called by at least 5 (five) Full Members.

The Full Members of the IWCA are:

| Full Members IWCA | AGM Delegates |
|--------------------------|----------------------|
| Australia | Nick Bez |
| Finland | Jaakko Rewell |
| France | Celine Bordier |
| Holland | Harold Elfring |
| Italy | Luca Frascari |
| Japan | Tatsuo Sakuno |
| South Africa | Greg Reis |
| Spain | Andrea Marchesi |
| Thailand | Romeo Romei |
| USA | Caroll-Ann Alie |

Agenda EGM

1. Opening
2. Discuss and vote for changes of the constitution
3. Questions
4. Closing

The constitution can be found at:

https://www.windsurferclass.org/wp-content/uploads/2022/10/2-1_STATUTO_ENG.pdf

Proposed changes of the constitutions:

3. Terms and Definitions – ‘*Continent*’, currently six continents are specified in the definition. Given both the imminent and future expanded growth at a continental level, is there a requirement at this point to further expand the definition? We recommend to align with the Continent definition of World Sailing which are: Africa, Asia, Oceania, Europe and the Americas. But also consider the expected of growth territories based on product investment (e.g. Cobra growth strategy). Use this input to define the IWCA own continental definition (e.g. split our Australia/NZ from Oceania); understand how to deal with countries for e.g. Russia when sanctions occur and how this impacts which continent they part of.

7.8 Discuss the definition of ‘*a Proxy*’ as it is currently understood. Furthermore, consider if appropriate based on the “definition”, to reduce the number of Proxy Votes a Full Member can hold (currently Four). Apply two cases 1)hold on behalf of an already decided Proxy (i.e. improved process/structure for voting on applicable AGM agenda items beforehand AND 2) a Proxy to vote for items that arise within an AGM (supporting cultural nuances within an AGM forum). Preferable not a fixed number of Proxies. To prevent too many voting rights for a Full Member, we should define that the Proxies should not exceed a xx% of the total number of Full Members.

7.13 Change 14 (fourteen) to 9 (nine) [*Consider adjusting and future proofing to read: either 8 or 9 (eight vs. nine) full members and at least 3 or 4 (three vs. four) continents where the minimum representation from continents increases where at least 1 full member can represent any said continent*]. To make it future proof, do not use fixed numbers, but a xx% of the total of Full members should be effectively present and at least more than xx % of the total of continents that are represented by the Full Members. Obtain World Sailing expertise, use industry norms such as defining ‘specially protected matters’ which require 75% agreement, versus others which may be 50-66% representation.

7.14.1 Each Full Member has 9 (nine) votes for the 9 Executive Committee Members [*Consider rather updating for future proofing to read: has the equivalent number of votes equal to the number of executive committee positions open for nomination.*]

7.14.2 Each Full Member has 1 (one) vote for the President.

7.14.3 Each Full Member must have completed the process defined in Articles 12.1.1 to 12.1.4 a minimum 30 days before a General Meeting.

7.16.2.1 Article 8.6.2.3 does not exist. Remove: save the provisions of the Article 8.6.2.3. *Note: Check the Italian law, if this article can be deleted.*

7.16.2.2 Remove RS:X , replace with Windsurfer LT.

Article 8.1 Updates.

Change 5 (five) to 9 (nine) members (not seven)

Change 4 year to 3 or 2 year for exec tenure – note this brings this in line with the “ in the year after the Summer Olympic Games”. Implement a rotational basis where an Exec member tenure lasts a min of 2 years, so that each year voting takes place for those positions where tenure is up (i.e. a 2 year period). The candidate may stand for re-election. This means we avoid the scenario where the entire board is replaced in any one year. One position to be set aside for the country/continental representative hosting the world champs (i.e. starting from 2 years out from the event date).

Change “Any candidate for the Executive Committee shall be either member of a NCA and proposed by it, or an individual member” to “Any candidate for the Executive Committee may only be nominated by their NCA and must be a current member of their respective NCA”.

Change “There cannot be more than 4 (four) members of the Executive Committee from the same National Class Association or country and at least 2 (two) Continents shall be represented on the Executive Committee.” to “There cannot be more than 2 (two) members of the Executive Committee from the same NCA or country and at least 3 (three) Continents shall be represented on the Executive Committee.” [*Consider future proofing to ..”at least the minimum number of continents which can be represented by one or more NCA’s shall be represented on the Executive Committee”.*]

Article 8.6 Updates to include under Powers and Duties:

Require role profiles for each position (incl. exec committee members and the 5x Exec officer roles in greater detail).

Full Member nominations of their candidate at the AGM to include a 1-page BIO (short CV of previous sport, sport administration and commercial history). **[Note:** This process allows matching the BIO to the Exec role profile. This is to obtain the right mix of skills and avoid political appointees].

Position of the President to be selected on this basis by full members, as well as the Exec officers when selected by Exec committee (match of BIO to exec officer role). This process to be extended to technical committee and other key teams.

Adopt the principle of agile teams formed/disbanded for initiatives/tasks.

IWCA – *Windsurfer Spirit* (recommended added to the constitution)

- Inclusivity, means everything possible to include and support the addition of new countries/growth of continents
- Full disclosure of personal commercial interest and recuse where appropriate. [distribution, patent, trademark, sponsorship benefits, own/associated product sales, others?]
- Mutual respect through enquiry based open communication (use of video in person sessions rather than email)
- Support of the multi brand concept

Note: There must be a clear process in place when there is a conflict of interest by any activity/task that is done by the members of the EC. All agreed that adopting this principle is prudent for obvious reasons. The Full Members decide based on 1) clarity of Italian law with respect to the Executive Officers of a non-profit entity and 2) a simple matrix of roles (accountable, responsible, supports, etc) for any appropriate task in order that the principle of recusal is upheld.

8.6.4 New Article to make provision for the voluntary resignation of an elected exec committee member which can be done via email sent to the executive secretary. In the case of the resignation of the executive secretary, they inform the President.

10. Technical Committee – based on the definition regarding the responsibility of this committee (see Article 10.2), it is our view that the current scope of the technical committee does not fulfil all of the stated constitutional requirements. This should be revisited and discussed.

12. The National Class Associations

12.1 Applying to become a NCA requires the following steps:

12.1.1 Establish its own structure in conformity with the legislation of the country

12.1.2 Affiliate to its MNA, as the National Association, according to the MNA's regulations.

12.1.3 Send to the IWCA Executive Secretary a completed "application to be a NCA of the IWCA"

12.1.4 Pay the annual membership fee

12.2 Each NCA shall provide the Executive Secretary with an annual report, including principal activities and number of members registered in conjunction with the payment of the annual fees as per Article 5.2.

Proposed voting procedure for the President and Executive Committee, all aspects including dates for submission, process to be expanded, agreed & adopted into the constitution:

- NCA Exec candidate(s) 30 days prior by email (incl. presidential nominee if the case) & agenda items.
- Executive Secretary – publish (how & where) exec nominations (incl. presidential) & agenda.
- NCA delegate nomination – 1 day prior via email or signature (?) from president or secretary of NCA.
- NCA delegate – proxy approach as per above.
- Exec Secretary may not be a NCA delegate (all other Exec roles are allowed as a delegate).
- Start of the AGM 'Exec Comm nominates 2 individuals for voting process' to be changed to be 'Prior to the AGM the Exec Comm nominates 2 (two) independent officials (a notary/lawyer/auditors) from two different countries appointed to receive the votes prior to the AGM and provide the Exec secretary with the results according to the soon to be defined voting procedure.



I.W.C.A. International Windsurfer Class Association



The EGM has been scheduled to take place on Sunday 22nd Jan 2023, 9.30 am CET, where we need 2/3rds of the Full Members (i.e., 7 Full Members to agree on each constitutional change). Ideally, we would want all 10 FM's present at the EGM.

If a Full Member is cannot be present at the EGM, they can send a delegate or use a Proxy according the voting procedure as mentioned before.

As mentioned in the beginning of this letter, **we need at least 5 (five)** calls for the EGM from the Full Members. If you agree to this, we kindly ask you to send per email a confirmation to us asap, but **no later than the 12th of January 2023**.

If you have any other comments, suggestions or additions to the constitution, please let us know per email at least 7 (seven) days prior the EGM, so we can digest and distribute this items to the Full Members and discuss them in the EGM.

Best Regards,

Berry Donkersloot
Greg Reis
Harold Elfring