



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



## Minutes of the International Windsurfer Class Association IWCA a.s.d. Annual General Meeting on 14<sup>th</sup> May 2023 at 9am Central European SummerTime

The following members of the Executive Committee and the Technical Committee were present, as well as the guests intending in the near future to formalize their membership as classes recognized by the IWCA a.s.d., consistent with the provisions of the recognition procedure itself:

- Jaakko Rewell (FIN)
- Nick Bez (AUS)
- Luca Frascari (ITA)
- Andrea Marchesi (ESP)
- Mark Powell (USA) (proxy for Carol-Ann Alie)
- Leone Paule (GBR) (proxy for Bob Ingram)
- Steve Gerrard (CAN) (proxy for Andrew Lamarre)
- Thomas Michaelis (GER)
- Thomas Davies (Cobra and member of the Technical Committee)
- Eduardo Thermes (Windsurfer Europe and member of the Technical Committee)

Invited, but not present:

- Tatsuo Sakuno (JAP)
- Lisa Philp (FJI)
- Romeo Romei (THA)

Outgoing IWCA Executive Committee

- Greg Johns
- Greg Reis
- Berry Donkersloot
- Celine Bordier
- Harold Elfring
- Guido Amato
- Vincenzo Baglione

### AGENDA

1. Opening of the Meeting – verification of powers
2. 1st Vice President's Report – Greg Johns
3. Executive Secretary's Report - Vincenzo Baglione
4. Approval New Constitution
5. Finance – Treasurer Report – Guido Amato
6. Election of the President and the Executive Members
7. Submissions from the Full Members and Executive Committee.
8. Special Resolutions

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## 9. Meeting Close

### 1. Opening of the Meeting – verification of powers

Opening is done by the Executive Secretary, Vincenzo Baglione and handover the meeting to the Vice President Greg Johns, having the chair of the AGM to introduce the attendees.

Introductions are given by: Celine Bordier, Berry Donkersloot, Luca Frascari, Thomas Michaelis, Andrea Marchesi, Steve Gerrad, Peter Monkhouse, Mark Powell, Jaakko Rewell, Greg Reis, Paul Leone, Thomas Davies, Nick Bez, Harold Elfring, Guido Amato, Vincenzo Baglione

### Voting Rights

The countries holding voting rights exercisable at the Assembly are represented in the table below:

Voting counties	Non-voting countries
Australia	Canada
France	Finland
Fiji	Germany
Italy	Japan
Netherlands	Spain
South Africa	Thailand
USA	Great Britain

Note: Fiji was not present neither with a proxy nor with a power of attorney issued to any of the IWCA members present, at the meeting, so six voting members at the AGM.

Some non-voting countries expressed concern around the clarity of instructions given, and the apparent difficulty in completing all the paperwork and payments in a timely manner. Mr Greg Reis stated that the process and related submissions for the AGM (IWCA membership, delegate nomination, EC candidate nomination & selection) were clear, followed the constitutional stipulated timelines, and a number of reminders were sent to members.

### 2. First Vice President's Report –Greg Johns

A [pdf] version of Mr Greg Johns report is attached, which touched on several issues with very significant strategic importance in the economy of the future management of the IWCA. Among these we highlight: the formation of sub-committees to manage individual events, the management of the IWCA's social channels, the provision of a financial budget, contracts with World Sailing and Cobra, the issue of conflicts of interest etc.

### 3. Executive Secretary's report – Vincenzo Baglione

In his report, the Executive Secretary supplemented/responded to what the First Vice President reported, placing particular emphasis on the conflict of interest and the need to arrive as soon as possible at a formal regularization of relations with World Sailing and Cobra itself (which shortly before the AGM announced its intention to withdraw from the previously formalized agreement with the IWCA). It is also emphasized that it is necessary to proceed down the road of involving additional brands, consistent with the original ideal of the "White-Board" / Multibrand underlying the Windsurfer-LT project. The willingness to cooperate with the new EC if requested is reiterated.

Election of new President and new Board of Directors were considered key objectives of this meeting. After a quick discussion on the recognition of voting rights and it was agreed to vote as per the table above.

#### 4. Approval New Constitution

This is regarding the unresolved constitutional changes not yet approved relating to prior EGM in January 2023. It was agreed to defer the outstanding issues from the EGM so as to give more time to clarify the complex issues and focus on the election in the present occasion of the new President and Board.

Greg Reis outlined the constitutional amendment process that will be followed after the EGM and explained that some new full members have joined the association, while others have not yet formalized their membership and completed the necessary formalities, which will then have to be ratified by the IWCA. Given the importance of the issue, it is necessary that the perimeter of full members who can vote on these changes be identified in a timely manner. Harold Elfring then suggested that more time is needed to discuss and explain the proposed constitutional changes, although several Full Members submitted their votes on the constitutional changes, many of them abstained.

#### 5. Finance Treasurer's report – Guido Amato

Income and expenditure figures, updated to May 13, 2023, were provided based on official bank documentation (E/C) and that produced by IWCA consultant Paola Piazza.

Main expenditures:

- Tax consultant's fee 5,000 euros per year approx;
- Payment of royalties to World Sailing;

Main income:

- Annual membership fees from Class Associations;
- Collection of fees for sale of boards from Cobra ltd.

Mr. Guido Amato is thanked by Mr. Greg Johns for all his efforts as Treasurer. Mr. Guido Amato reiterates that he is available to the new EC for the handover needed for the financial management, ordinary and/or extraordinary, of the IWCA.

A large, stylized handwritten signature in blue ink, likely belonging to Guido Amato, is located on the right side of the page.A small, handwritten signature or initials in blue ink, possibly "AE", is located at the bottom right corner of the page.

## 6. Election of the President and Executive Members

Voting for new executive committee members was complicated by the need to define the following issues in advance:

- The eligibility of voting rights for the new Committee (see Point 1 above, Voting Rights);
- The number of members on the Executive Committee (between 5 and 9); and
- The method by which the new members were to be accepted (simple majority).

Based on the voting forms, it was re-confirmed that only 3 Continents needed to be represented on the Committee of the IWCA and that the new Executive Committee can co-opt other candidates to be compliant with a better (more inclusive) representation of countries/continents of all the Full Members, based on the growth potential, number of athletes and/or number activities and official events. A long and animated discussion ensued. Some key comments made included:

- Mr Greg Reis noted conflict of interest was discussed in January 2023 at the EGM, and was voted in January 2023 to manage conflict of interest in an appropriate manner;
- Mr Nick Bez underlined conflict of interest issue has irrevocably tainted voting procedure at this meeting. Mr Greg Reis disagreed with this personalization of the process and underlined that at the EGM in January already was agreed that there need to be clarity and guidelines how to manage the Conflict of Interest within the IWCA and that there is no exclusion but inclusion of this matter.
- Mr Paul Leone stated that there is no issue about the voting about the President and suggested that today vote 5 members and avoid conflict of interest issue for short term.
- Mr Greg Johns noted the artificial choice given to voting members on the issue of conflict of interest, has been characterized by a bias among the alternatives provided.

Mr Greg Reis advised that simple majority determines who is elected.

Given the interaction between number of members on IWCA and the voting for members it was agreed that verbal votes by the voting of Full Members be utilised to resolve this issue. The voting for number of members on the IWCA was as follows:

- Australia – 8
- France – 6
- Netherlands – 6
- Italy – 7
- South Africa – 6
- USA - 8





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Vincenzo Baglione stated that it is necessary and imperative to elect a new president and called for an immediate vote at site.

Then as a second step vote for the board and number of members. On a later moment the IWCA can work on the constitutional changes.

Accordingly, agreed on 6 members for the IWCA, including the President.

Mr Harold Elfring is elected as the new President of the IWCA.

Other IWCA members include Marco Liello, Peter Monkhouse, Celine Bordier, Greg Reis, and Berry Donkersloot.

#### **7. Submissions from the Full Members and Executive Committee.**

No submissions need to be considered.

#### **8. Special Resolutions**

No special resolutions need to be considered.

#### **9. Meeting Close**

Mr. Nick Bez acknowledged efforts of outgoing past Committee.

Mr. Paul Leone would like to see that the technical committee will be formed soon.

Mr. Greg Reis hope that we all can contribute to grow the IWCA and thanks

Mr. Luca Frascari asks the new board to take into consideration to give the Technical Committee more power and hopes that Greg Johns and Edoardo Thermes still will be involved. Closing remarks by Mr. Harold Elfring.

Meeting Closed at 10.45 am, Central European Summer Time.

The Secretary  
Vincenzo Baglione

The President  
Harold Elfring

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