

**To : Full Members IWCA**  
**Subject : Constitutional Summary & Updates**

19<sup>th</sup> February 2023

Dear IWCA Member,

On the 22<sup>nd</sup> of January 2023 an Extraordinary General Meeting (EGM) was held to discuss and vote for proposed changes to the IWCA constitution. The attendance register at the EGM for the current IWCA Full Members (FM) was as follows:

Full Members IWCA	AGM Delegates	Attendance
Australia	Nick Bez	Yes
Finland	Jaakko Rewell	Yes
France	Celine Bordier	Via Proxy
Holland	Harold Elfring	Yes
Italy	Luca Frascari	Yes
Japan	Tatsuo Sakuno	No
South Africa	Greg Reis	Yes
Spain	Andrea Marchesi	Via Proxy
Thailand	Romeo Romei	No
USA	Caroll-Ann Alie	Yes

The aim of the recent EGM has largely been met, given the IWCA FM's successfully voted on the majority of the constitutional changes required in order to lay the groundwork for a future successful IWCA AGM. Currently being planned to take place from mid April 2023.

Thank you to the FM's and other IWCA members of the community for the follow up suggestions and commentary post the EGM. Some of which had already been decided on through the EGM voting process.

However, based on the discussions/suggestions both pre, during and post the EGM, there remains a few important decisions that need to be made, including voting for final constitutional changes and associated procedural definitions. None more so, than the voting procedure (incl. all associated context).

Please therefore find outlined below the following:

1. Additional proposed constitutional and procedural changes (**in order of priority**)
2. List of constitutional resolutions that have been passed by at least a two-thirds majority of the IWCA FM's.

### **1. Prioritised Proposed changes to the constitution (incl. associated procedural steps):**

#### **Article 7.1.1 [NB to be concluded as a 1<sup>st</sup> Priority by 24<sup>th</sup> Feb 2023]**

Proposed voting procedure for the President and Executive Committee, all aspects including dates for submissions, process, etc to be agreed & adopted as a Constitutional procedure [See attached documentation on proposed full voting procedure]

Additional changes outlined below to be discussed via email over the next 10 days, so we can all digest various inputs. Followed by a voting form to FM's to obtain each NCA/MNA's decision.

### **Conflicts of Interest.**

The IWCA FM's voted at the recent EGM to implement a process in order to prevent conflict(s) of interest regarding activity/tasks, required to be fulfilled by a member(s) of the Exec Committee. Adopting this principle is prudent for obvious reasons.

Subsequent to the EGM, an additional option was provided to the task team. To simplify the approach and thus avoid placing an Exec Comm member in an unintentionally difficult position. Based on the above, there are now 2 distinct options to meet the implementation of this decision. Both of which would require agreement by the FM's in order to update the constitution accordingly.

1. With reference to World Sailing (WS) guidelines, the principle of recusal is upheld based on 1) the law in the constitutional jurisdiction with respect to the Executive Officers/General Members of a non-profit entity and 2) a simple responsibility matrix of roles (accountable, responsible, etc) for any appropriate task. To further ensure conflicts are avoided, only persons with no conflict may hold Executive Officer positions on the Committee.
2. Accommodate all key knowledgeable representatives from our commercial partners (manufacturers, distributors, suppliers) within the Technical committee versus being appointed to the Exec Committee itself. This approach would avoid scenarios where one person with a commercial interest is appointed to the Exec Committee, whilst others are not.

### **Article 8.1**

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). Also cater for the scenario where the President resigns and leaves office before an AGM. Consider the need for a 2nd Vice President title. [Some input already been provided post the EGM]

### **Article 3**

Continent, currently six continents are specified in the definition. Given both the recent and future expected expanded growth at a country & continental level, there is a requirement at this point to further expand the definition. It has been recommended by some FM's that the IWCA align with the definition from World Sailing: Africa, Asia, Oceania, Europe and the Americas. However, we should consider the expected of growth of NCA/MNA's territories based on product investment by our equipment partners (e.g. Cobra & other supplier growth strategies) It could thus be more appropriate to use this input to define a continental definition specific to the IWCA (e.g. split our Australia/NZ from Oceania).

### **Article 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.]

### **Article 10.2**

Technical Committee - discuss current scope in relation to constitutional guideline. Consider adding the Chair of this committee as an executive officer in place of the 2nd Vice President.

### **Article 2**

Additional point 2.16 (relating to educating & teaching methods)

### **Gender Neutral**

Update the constitution in order that all relevant terms are updated to be gender neutral.

## 2. Confirmed changes to the IWCA constitution

As a result of both the pre-EGM voting and during the EGM, the following constitutional resolutions were passed by at least a two-thirds majority of the IWCA FM's. They will now be incorporated in the revised constitution.

### Article

- 2 : Add the agreed points regarding the "Windsurfer Spirit" (inclusivity, full disclosure of commercial interest, mutual respect, multi-brand support)
- 3 : Include new definition for Proxy
- 7.8 : Adopt and reword the Proxy method as per the recent EGM
- 7.8 : A FM may hold a maximum of 2 other FM proxy votes
- 7.11 : Adopt the procedure whereby voting is assigned and concluded prior to an AGM, with votes to be sent to and managed by an independent 3<sup>rd</sup> party
- 7.13 : Update to 9 (nine) FM's and 4 continents
- 7.14.2 : 1 (one) vote for the President.
- 7.14.3 : Basis upon which to allocate a vote to a FM (incl. Articles 12.1.1 to 12.1.4)
- 7.16.2.1 : Remove the wording referring to "Article 8.6.2.3"
- 7.16.2.2 : Remove RS:X, replace with Windsurfer LT
- 8.1 : Update 5 (five) to 9 (nine) members
- 8.1 : Limit of 2 (two) members from same NCA or country and a minimum of 75% of continents with FM(s) on the Exec Committee
- 8.1 : A candidate for the Exec Committee can only be nominated by their NCA and must be a current registered member of their respective NCA
- 8.6 : Updates to *Powers and Duties* regarding the requirement for role profiles for all Exec committee positions to be created. FM Exec Committee candidate nominations to be accompanied by a completed IWCA BIO template. This approach to be extended for the Technical committee and all other sub committees, together with the adoption of the principle of agile teams formed/disbanded for initiatives/tasks.
- 8.6.5 : New Article defining the method for resignation(s) of Exec committee members [Note: Need to define the process scenario if the President resigns as per Article 8.1]
- 12 : The National Class Associations (NCA) application process and ongoing annual requirements (12.1 and 12.2) [Note: we need to cater for MNA scenarios]

As mentioned in the beginning of this communication, **we made note of the priority decisions that are still required.** The most important **being the voting process**, which we need a minimum of 7 (seven) Full Members to agree to. If you agree to this, we kindly ask you to send per email a confirmation to the Exec Secretary, copying us ASAP, but **no later than the 24<sup>th</sup> of February 2023.**

For all the other outstanding constitutional decisions, let's share thoughts via email over the course of the next 10 days, so we can digest and then distribute a **voting form** asking for FM's to vote on each outstanding item.

Best Regards,

Berry Donkersloot  
Greg Reis  
Harold Elfring