

## **GENERAL ASSEMBLY**

### **RULES OF PROCEDURE**

#### **1. General**

- 1.1 A General Assembly is a general meeting of the Federation for the purpose of company law. The General Assembly is the supreme decision-making body of the Federation but must always act in accordance with the Constitution, Regulations and the law.
- 1.2 These Rules of Procedure are made under Article 20.6. If there is any conflict between the Constitution and these Rules, the Constitution must prevail.

#### **2. Convening a Meeting**

- 2.1 The Chief Executive Officer is responsible for convening the General Assembly under the authority of the Board and in accordance with Article 16.
- 2.2 Informal notice of the date, time and location of the ordinary annual meeting of the General Assembly can be given at any time by the Board and will ordinarily be announced at the same time as the arrangements for the Annual Conference. However, the formal notice of meeting issued by the Federation is a constitutional requirement and will always take precedence.
- 2.3 The notice of meeting is issued by the Chief Executive Officer and is sent by email only to MNAs and other persons entitled to attend meetings of the General Assembly. It will also be published on the World Sailing website.
- 2.4 An Extraordinary General Assembly is any meeting which is not the ordinary annual meeting. An Extraordinary General Assembly will be convened in accordance with Article 16.2 and must only consider the items of business for which the meeting has been convened.

#### **3. Notice of Meeting (Agenda)**

- 3.1 The notice of meeting is the agenda. It is issued by the Chief Executive Officer on the instructions of the Board and must be sent out at least 21 clear days' notice to all MNAs, with a copy to those entitled to attend.
- 3.2 The content of the notice of meeting are governed by Article 16.4. Ordinarily, it will consist of the following (as far as is relevant for the meeting):
  - (a) Opening and Welcome by the President
  - (b) Roll call and apologies for absence
  - (c) Declaration of interests
  - (d) Approval of the previous minutes
  - (e) Proposals to admit, suspend or cancel Membership
  - (f) Board's Report and World Sailing Strategy
    - (i) Receipt of the Board's Annual Report (a report on the Federation's activities since the last General Assembly, progress on fulfilling the Federation's objects, and progress against the World Sailing Strategy, and a report on its

policies and procedures for the financial management, internal control and risk management of the Federation) (Article 17.1(h) & (k))

(ii) Approval of the World Sailing Strategy (Article 17.1(a))

(g) Finance:

(i) Receipt of the annual audited accounts

(ii) Approval of the Financial Plan (Article 17.1(j))

(iii) Approval of annual subscriptions (Article 17.1(e))

(iv) Appointment of the auditors

(h) Governance

(i) Proposals to amend the Constitution

(ii) Proposals received under Article 17.3 to reject Regulation changes

(iii) Proposals concerning the location criteria of meetings (Article 17.1(m))

(iv) Receipt of the reports of the Elections Panel (Article 43.5), Disciplinary Tribunal (Article 45.9) and Ombudsman (Article 46.9)

(v) Appointment of Independent Bodies (Article 17.1(q))

(i) Events

(i) Receipt of reports on the Olympic Games, Paralympic Games, World Sailing events and any Special Events (Article 17.1(n) and Article 17.1(p))

(ii) Proposals to approve the events and equipment for the Olympic Games (Article 17.1(o))

(j) All other Proposals made under Article 16.5

(k) Elections

(l) Any Other Business

(m) Date of next meeting

3.3 All supporting papers should be published on the World Sailing website and circulated not fewer than 14 days before the meeting.

#### **4. Attendance**

4.1 The appointment of Delegates to represent Member National Authorities is governed by Article 18.

4.2 Delegates may attend, speak and vote remotely at a General Assembly via such electronic means as the Board may reasonably make available. Meetings will ordinarily be held in person but, in exceptional circumstances, the Board may decide the entire meeting is to be held remotely.

4.3 The following are entitled to attend and speak at meetings of the General Assembly and must be invited to attend by the Chief Executive Officer:

(a) the President and the directors;

(b) one representative each of non-MNA Members (but not Honorary Members) if written notice of their appointment has been given under Article 18;

- (c) the chairs of the Nominations Panel, Board Sub-committees, Committees, Subcommittees, and the Independent Bodies. The chairs may only speak on matters concerning their own respective bodies;
- (d) the Chief Executive Officer;
- (e) the external auditors; and
- (f) any other person with the permission of the chair of the meeting.

4.4 The Chair is presumed to permit all registered delegates at a World Sailing Annual Conference to attend as observers unless the Chair indicates to the contrary.

## **5. Quorum**

5.1 The quorum for a meeting of the General Assembly is 40 Member National Authorities present in person or remotely via their Delegates.

## **6. Chair**

6.1 The chair of the General Assembly ("the Chair") is:

- (a) except during an election, the President (or if the President is unavailable or cannot for any reason assume the chair, the Board must appoint another director to chair); or
- (b) during any election, the Chair of the Elections Panel or another member of the Elections Panel appointed by it.

6.2 The Chair has control of the meeting and must:

- (a) ensure the meeting is conducted in a fair and neutral manner and respect all different points of view;
- (b) ensure the Constitution and these Rules are adhered to, including the rules of debate;
- (c) preserve the order of the meeting, which may include directing the removal of any person from the meeting who is in breach of these Rules and/or the Constitution;
- (d) decide on any objection to the qualification of a Delegate to vote;
- (e) decide whether or not a proposed amendment is in order;
- (f) decide when to move to a vote having gained the sense of the meeting;
- (g) decide on any points of order or any other procedural matters in accordance with the Constitution and these Rules; and,
- (h) decide on any matter of procedure during a meeting not governed by the Constitution or by these Rules.

6.3 The decision of the Chair on the above matters, and any other procedural matters, is final. It is not open to debate nor subject to any right of appeal.

6.4 The Chair may take such advice as they think appropriate in discharging their duties.

6.5 The Chair may adjourn the meeting to a different time or place with the meeting's consent and must do so when directed to do so by the meeting.

## **7. Rules of Debate**

- 7.1 Items which properly appear on the notice of the meeting do not require a proposer or seconder. The Chair will put the item to the vote upon conclusion of any debate.
- 7.2 All other motions must be proposed and seconded by a Delegate before they can be considered.
- 7.3 The Chair may reject any motion or amendment if:
  - (a) it has not been properly notified to the Chief Executive Officer (if required);
  - (b) it covers the same (or substantially similar) matters which have already been dealt with, or which will be dealt with later at the meeting; or
  - (c) in the opinion of the Chair, it is unclear or ambiguous.
- 7.4 During a debate, the Chair decides the order of speaking. As a guide:
  - (a) Each Delegate should be allowed to speak at least once on any item of business (unless they have been disqualified due to a conflict of interest). However, if there is a proposer and seconder:
    - (i) they should be invited to address the meeting first; and
    - (ii) the proposer should be invited to reply at the end of the debate.
  - (b) Remarks must be respectful and not negatively directed at any other Delegate or person present. Delegates should refer to other Delegates by their country name and not their personal name.
  - (c) Remarks must be kept short and relevant to the item of business.
  - (d) Delegates must not interrupt other Delegates whilst they are speaking.
- 7.5 At the conclusion of the debate, the Chair must put the item under debate to the vote unless it has been withdrawn. An item may only be withdrawn by notice given to the Chair by all the proposers of the item (which the Chair may require be put in writing). However, once the meeting commences it may only be withdrawn with the consent of the meeting.

## **8. Amendments**

- 8.1 Article 17.5 restricts the powers of the General Assembly to amend proposals put to it. Amendments are not permitted unless the item of business is one listed in Article 17.5(a) or (b), or it is a procedural motion. Instead, if the General Assembly is not prepared to approve an item, then it must reject it rather than substitute its own decision.
- 8.2 For the limited items of business or procedural motions which may be amended, an amendment may be considered if:
  - (a) it is in writing and was notified to the Chair either:
    - (i) before debate on the motion to be amended begins; or
    - (ii) if the Chair imposed an earlier deadline on amendments to be notified, by that deadline,and
  - (b) in the Chair's opinion it:

- (i) is minor in nature, or it does not change the substance or intent of the main motion or impose unreasonable conditions on it;
- (ii) does not seek to re-open a matter already decided by the meeting, or which will be decided by the meeting later on the agenda; and
- (iii) it is clear and unambiguous.

However, for special resolutions, amendments are never permitted.

## **9. Voting**

- 9.1 The rules for voting, including secret ballots, are set out in Article 62.
- 9.2 The Chair may appoint such independent persons as they consider appropriate as scrutineers to monitor the voting.
- 9.3 If voting is conducted by a show of hands, a declaration by the Chair that a motion has or has not been carried, or has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact.

## **10. Minutes**

- 10.1 The Chief Executive Officer shall prepare the minutes of the meeting, and any resolutions which must be filed with the Financial Services Authority in the Isle of Man. The Chair shall approve and sign these and they shall then be forwarded in draft to the Delegates and published on the World Sailing website.
- 10.2 The minutes shall be approved at the next meeting of the General Assembly and shall be published within 14 days of their approval on the World Sailing website.