



EUROPEAN SAILING FEDERATION

THE CONTINENTAL ASSOCIATION FOR SAILING IN EUROPE
SUPPORTING SAILING IN EUROPE SINCE 1998

Proposal to the General Assembly

17 April 2021

Amendment of Article 13bis of the Constitution

In line with the interpretation of the Constitution that the General Assembly may be held electronically, according to the Executive Board, in which case an electronic voting system shall be used, the Executive Board proposes an amendment to the Constitution. The Legal Committee has given/withheld its support to the proposal.

The proposal ascertains that electronic meetings can be held and that voting in such meetings is recognized. It expands and adapts Article 13bis, currently limited to electronic *Extraordinary* General Assemblies and devised for email voting.

1. Proposal (with changes to the current text and notes)

Article 13bis – Electronic ~~Extraordinary~~ General Assembly

13bis.1. ~~If, according to the President, a decision by the General Assembly is needed that is either urgent or does not warrant a physical meeting, the Executive Board may convene an Electronic Extraordinary General Assembly that shall include an electronic vote. In such a case, the terms in Articles 13 and 14 are divided by 3 (three). The call for such a meeting must include its reasons. Matters mentioned in Articles 19.4 and 19.8 cannot be dealt with in such a meeting.~~ **The General Assembly—ordinary or extraordinary—may be convened and held as an electronic meeting by a decision of the Executive Board when a physical meeting is not possible because of exceptional or extraordinary circumstances or in case of urgency.**

***Note:** The previous version of article 13bis dealt exclusively with urgent Electronic Extraordinary General Assemblies (EEGA). The current proposal expands and adapts the provisions to encompass all types of electronic General Assemblies if and when they are needed (e.g. in case of limitations of physical gatherings). Provisions specifically related to the “urgent EEGA”—which has proven a useful tool—are to be found in point 2.*

13bis.2. ~~If not less than 1/5 (one-fifth) of the Members request during the term open to proposals mentioned in Article 13.3, last sentence, modified according to the previous paragraph, that the matter be discussed in a physical meeting, the Executive Board shall convene an Extraordinary General Assembly according to Article 13.~~ **If, according to the Executive Board, it is a case of urgency and an Extraordinary General**



Assembly is convened as an electronic meeting, terms in Articles 13 and 14 are divided by 3 (three). Matters mentioned in Articles 19.4 and 19.8 cannot be dealt with in such a meeting. Decisions shall be taken by a Simple Majority vote (more than 50% (fifty per cent) of the votes validly cast, abstentions excluded).

***Note:** The proposal in point 2 retains two relevant provisions from the current version of point 1 and the current provision of point 6, all specifically related to the “urgent EEGA”: shorter terms, in regard to the urgency; no elections, no Constitution changes, no dismissal of Executive Board members, no rescission of honorary presidents, no dissolution or liquidation; and simple majority vote. The deleted part is already covered in Article 13.*

13bis.3. The voting procedure shall be organized by the Executive Board in a way to ensure its fairness and, when necessary, the secrecy of voting. ~~If the matter is not referred to a physical meeting according to the previous paragraph, the Secretary General shall include a description of the technical voting procedure, which may be by email or by any other electronic means, in the final agenda sent to the Members not less than 10 (ten) days prior to the date the vote will be open.~~

***Note:** As technology evolves quickly, EUROSAF needs to adapt to new tools as they become available, while upholding Members’ rights. Furthermore, as the voting procedure may not be the same from one electronic meeting to the next, Members need to know it beforehand. According to article 19.6 not all votes must be secret; however, secrecy may be necessary if requested and also during the voting process itself (e.g. when using email voting). The deleted part is related to the “urgent EEGA”.*

13bis.4. The quorum mentioned in Article 15.2 is deemed satisfied unless more than 50% (fifty per cent) of the Members justify to the Secretary General before the vote opens their inability to take part in the vote.

13bis.5. ~~The~~ If the vote does not take place during the meeting, it shall be open for at least 7 (seven) days a period decided by the Executive Board and stated in the final agenda.

***Note:** As noted, technology improves quickly and EUROSAF needs to adapt to available tools without being blocked by a provision devised for email voting.*



~~13bis.6. Decisions shall be taken by a Simple Majority vote (more than 50% (fifty per cent) of the votes validly cast, abstentions excluded).~~

***Note:** This provision, specifically related to the “urgent EEGA”, is incorporated in point 2.*

13bis.7.6. Three ~~Executive Board~~ members of the Executive Board or the Legal Committee shall act as the scrutineers mentioned in Article 19.7.

***Note:** Executive Board members cannot always be scrutineers (e.g. in elections where they are candidates). Therefore the pool of suitable candidates needs to be expanded.*

~~13bis.8.7.~~ On instructions from the President, the Secretary General shall inform the Members of the results of the vote.

2. Proposal (final text after changes)

Article 13bis – Electronic General Assembly

13bis.1. The General Assembly—ordinary or extraordinary—may be convened and held as an electronic meeting by a decision of the Executive Board when a physical meeting is not possible because of exceptional or extraordinary circumstances or in case of urgency.

13bis.2. If, according to the President, it is a case of urgency and an Extraordinary General Assembly is convened as an electronic meeting, terms in Articles 13 and 14 are divided by 3 (three). Matters mentioned in Articles 19.4 and 19.8 cannot be dealt with in such a meeting. Decisions shall be taken by a Simple Majority vote (more than 50% (fifty per cent) of the votes validly cast, abstentions excluded).

13bis.3. The voting procedure shall be organized by the Executive Board in a way to ensure its fairness and, when necessary, the secrecy of voting. The Secretary General shall include a description of the technical voting procedure, which may be by email or by any other electronic means, in the final agenda sent to the Members.

13bis.4. The quorum mentioned in Article 15.2 is deemed satisfied unless more than 50% (fifty per cent) of the Members justify to the Secretary General before the vote opens their inability to take part in the vote.

13bis.5. If the vote does not take place during the meeting, it shall be open for a period decided by the President and stated in the final agenda.



13bis.6. Three members of the Executive Board or the Legal Committee shall act as the scrutineers mentioned in Article 19.7.

13bis.7. On instructions from the President, the Secretary General shall inform the Members of the results of the vote.