

## ISBT Statutes Current Wording, Proposed Changes and Rationale

### Articles

#### Article 3: Objectives

##### Current Version

The objectives of the Society are:

- \* To promote and to maintain a high level of ethical, medical and scientific practice in blood transfusion medicine, science and related therapies throughout the world;
- \* To encourage and support the development of collaborative programmes for good practice, particularly in the context of less well developed blood transfusion services;
- \* To make provision for the exchange of views and information between members of the Society and other societies;
- \* To create global and regional opportunities for the presentation of research, new developments and changing concepts in blood transfusion medicine, science and related therapies;
- \* To establish close and mutually beneficial working relationships with relevant international and national professional societies, and with inter-governmental and non-governmental organisations, in order to disseminate knowledge of how transfusion medicine and science and related therapies may best serve donors and patients.

##### Proposed New Version

The objectives of the Society are:

- \* To promote and to maintain a high level of ethical, medical and scientific practice in blood transfusion medicine, science and related therapies throughout the world;
- \* To encourage and support the development of collaborative programmes for good practice, particularly in the context of **blood transfusion services from low and middle income countries**
- \* To make provision for the exchange of views and information between members of the Society and other societies;
- \* To create global and regional opportunities for the presentation of research, new developments and changing concepts in **transfusion medicine**, science and related therapies;
- \* To establish close and mutually beneficial working relationships with relevant international and national professional societies, and with inter-governmental and non-governmental organisations, in order to disseminate knowledge of how transfusion medicine and science and related therapies may best serve donors and patients.

**Rationale:** Update wording and terminology

#### Article 5: Members

### **Current Version:**

1. The Society has Individual members, Honorary members, and Affiliate members.
2. a) Individual members are individuals with a background in transfusion medicine, related therapies and/or relevant fields of science. If the Secretary General considers the applicant unsuitable, the final decision rests with the Board of Directors.  
b) Honorary members are individuals who have made a valuable contribution to the Society or field of transfusion medicine and science and related therapies and have been appointed as such by the Board of Directors.  
c) An Affiliate member is any organisation, association or agency active in the field of transfusion medicine and related therapies and appointed by the Board of Directors. The organisation must be “not for profit”, not a commercial company and have made a commitment to abide by the Code of Ethics of the Society.
3. Membership is personal to the holder concerned. Affiliate members will be represented by an individual appointed in writing by the organisation.
4. The Executive Director maintains a register of the details of all members.

### **Proposed New Version**

1. The Society has Individual members, Honorary members, and Affiliate member **organisations**.
2. If the Secretary General considers a membership applicant unsuitable, **the final decision rests with the Board of Directors**
3. Membership is personal to the holder concerned. Affiliate member **organisations** will be represented by an individuals appointed in writing by the organisation.
4. **The ISBT Central Office (CO) maintains a membership database with details of all members.**

### **Rationale:**

Updated language and removed duplication with By-Laws (Items 2a, b, and c are addressed in bylaws)

## **Article 6: Membership Rights/Obligations**

### **Current Version**

1. Individual members are entitled to attend and vote in the Society's General Assembly, to stand in elections for membership of the Board of Directors, and to nominate candidates for elections to the Board of Directors.
2. Honorary and Affiliate members are entitled to attend and vote in the Society's General Assembly, but they are not entitled to hold a position on the Board of Directors. Honorary and Affiliate members have the right to nominate candidates for elections of the Board of Directors.
3. Individual and Affiliate members must pay an annual contribution fee, the amount and the conditions of which will be approved by the General Assembly. Exemptions to this requirement

are outlined in the By-laws of the Society. Honorary members are exempt from paying contributions.

**Proposed New Version:**

1. Individual members are entitled to attend and vote in the Society's General Assembly, to be nominated in elections for membership of the Board of Directors, as defined in article 12, and to nominate candidates for elections to the Board of Directors.
2. Honorary members and representatives of affiliate member organisations are entitled to attend and vote in the Society's General Assembly, and to nominate individuals standing in elections for the Board of Directors, but they are not entitled to hold a position on the Board of Directors.
3. Individual and Affiliate member organisations must pay an annual contribution fee, the amount and the conditions of which will be approved by the General Assembly. Exemptions to this requirement are outlined in the By-laws of the Society. Honorary members are exempt from paying contributions.

**Rationale:**

Clarify wording, reference associated statutes and By-laws

**Article 7: Termination of Membership**

**Current Version:**

1. Membership is terminated:

- a) On the death of an Individual or Honorary member or on the dissolution of an Affiliate member;
- b) By written notification of termination by the member to the Central Office;
- c) By written notification of termination by the Society to the member;
- d) As a result of expulsion.

2. Notification of termination of the membership, as mentioned under 1 b and c above, may only be given towards the end of a financial year and with due observance of a period of notice of four weeks. Membership may in any case be terminated by notice of termination given towards the end of the financial year preceding the year in which termination will take effect, or with immediate effect in the event that it cannot be reasonably expected to allow the membership to continue.

If a member has not paid their annual contribution by the end of a thirty days grace period the membership will be deemed terminated. In exceptional circumstances the Executive Director and the Secretary General can extend the grace period to their discretion.

3. Any notification of termination contrary to the provisions in the preceding paragraph will result in termination of membership at the earliest possible moment following the date at which notification of termination was given.

4. Members may terminate their membership with immediate effect within one month:
  - a) After they will have become conversant with or notified of a decision as a result of which their rights have been restricted or their obligations have been increased; the decision will then not be applicable to them. However, members may not terminate their membership with immediate effect in the event of a change in their financial rights and obligations;
  - b) After they have been notified of a decision to convert the Society into another legal form, for merger or for splitting-up.
5. The Society may terminate the membership in the event that a member has ceased to fulfil the requirements for membership laid down in the Statutes, in the event that the member has not observed their obligations towards the Society and also in the event that the Society cannot reasonably be expected to allow the membership to continue. Notice of termination will be given by the Board of Directors.
6. Members may only be expelled if they act contrary to the Statutes, the rules or resolutions of the Society or prejudice the Society in an unreasonable manner. The member will be expelled by the Board of Directors.
7. The member may appeal a decision to terminate their membership by the Society on the grounds that the Society cannot reasonably be asked to allow the membership to continue and a resolution for expulsion as a member. The procedure for appeal is described in the By-laws of the Society. During the appeal period and pending the appeal, the member will be suspended.
8. In the event that membership ends in the course of a financial year, the annual contribution will continue to be due in full.

#### **Proposed New Version:**

1. Membership is terminated:
    - a) On the death of an Individual or Honorary member or on the dissolution of an Affiliate member organisation;
    - b) By written notification of termination by the member;
    - c) By written notification of termination by the Society to the member;
    - d) As a result of expulsion.
  2. If a member has not paid their annual contribution by the end of a thirty days grace period the membership will be deemed terminated. In exceptional circumstances the Executive Director and the Secretary General can extend the grace period to their discretion. *Wording pertaining to timing has been removed.*
- Note that previous item 3 has been deleted.*
3. Members may terminate their membership with immediate effect within one month:
    - a) After they will have become conversant with or notified of a decision as a result of which their rights have been restricted, or their obligations have been increased; the

decision will then not be applicable to them. However, members may not terminate their membership with immediate effect in the event of a change in their financial rights and obligations;

- b) After they have been notified of a decision to convert the Society into another legal form, for merger or for splitting-up.
- 4 The Society may terminate the membership in the event that a member has ceased to fulfil the requirements for membership laid down in the Statutes, in the event that the member has not observed their obligations towards the Society and also in the event that the Society cannot reasonably be expected to allow the membership to continue. Notice of termination will be given by the Board of Directors.
- 5 Members may only be expelled if they act contrary to the Statutes, the rules or resolutions of the Society or prejudice the Society in an unreasonable manner. The member will be expelled by the Board of Directors.
- 6. The member **may appeal a decision to terminate their membership by the Society. The procedure for appeal is described in the By-laws of the Society.** During the appeal period and pending the appeal, the member will be suspended.
- 7. In the event that membership ends in the course of a **membership** year, the annual contribution will continue to be due in full.

**Rationale:** Clarification of wording, acknowledgement of rolling membership with varying start and end dates for membership. Note that termination referenced in this statute refers to failure to pay dues or fulfil membership requirements and that those with a termination of membership may rejoin at any time. Expulsion refers to permanent cessation of membership without recourse to rejoining the Society. Item 6 clarifies the right to appeal and references the appropriate bylaw.

## **Article 8: Notices Convening General Assemblies**

### **Current Version**

- 1. General Assemblies are convened by the Secretary General on behalf of the Board of Directors, as described in this Article. Notices to convene a meeting must be in writing and sent to the addresses of the members included in the register of members as described in Article 5 paragraph 4. In this paragraph, 'in writing', if a member has given consent, also means a legible and reproducible notice sent by electronic means of communication to the address notified by the member for this purpose.
- 2. The Board of Directors must convene a General Assembly within four weeks of receiving a written request (which also includes an electronic recording) submitted by at least ten per cent (10%) of members eligible to vote in the General Assembly.
- 3. In the event that the Board of Directors fails to respond to the request following receipt of such a request the members who have made the request may convene a meeting themselves in accordance with this Article.

4. Except in the situation mentioned in paragraph 2 or 3 of this article, at least twelve weeks notice must be given.
5. The notice convening the General Assemblies must include the subjects to be addressed, without prejudice to the provisions of Articles 21 and 22.

#### **Proposed New Version:**

1. General Assemblies are convened by the Secretary General on behalf of the Board of Directors, as described in this Article. Notices to convene a meeting must be in writing and sent to the addresses of the members included in the register of members as described in Article 5 paragraph 4. In this paragraph, 'in writing' also means a legible and reproducible notice sent by electronic means of communication to the address notified by the member for this purpose.
2. The Board of Directors must convene a General Assembly within four weeks of receiving a written request (which also includes an electronic recording) submitted by at least ten per cent (10%) of members eligible to vote in the General Assembly.
3. In the event that the Board of Directors fails to respond to the request following receipt of such a request the members who have made the request may convene a meeting themselves in accordance with this Article.
4. Except in the situation mentioned in paragraph 2 or 3 of this article, at least twelve weeks' notice must be given.
5. The notice convening the General Assemblies must include the subjects to be addressed, without prejudice to the provisions of Articles 21 and 22.

**Rationale:** Changes to clarify current methods of communication.

#### **Article 9: General Assembly**

##### **Current Version**

1. A General Assembly is held every year, normally connected with a congress. The General Assembly is held not later than six months after the end of the Society's financial year, unless this period has been extended by up to five months by the General Assembly.
2. All powers of the Society not conferred on other constituent bodies of the Society, by Dutch law or by these Statutes shall vest in the General Assembly.
3. The General Assembly's powers and responsibilities include the following:
  - a) determining the general policy;
  - b) suspending and dismissing the members of the Board of Directors;
  - c) adopting resolutions to amend the Statutes or to dissolve the Society;

- d) ratifying the annual membership subscription fee for the following financial year;
- e) adopting the annual report and accounts;
- f) adopting the By-laws.

4. Extraordinary General Assemblies may be held as necessary as determined by the Board of Directors or following a request as referred to in Article 8 paragraph 2 or 3.

#### **Proposed New Version:**

1. A General Assembly is held every year, normally connected with a congress. The General Assembly is held not later than six months after the end of the Society's financial year, unless this period has been extended by up to five months by the **previous General Assembly or the Board of Directors**.
2. All powers of the Society not conferred on other constituent bodies of the Society, by Dutch law or by these Statutes shall vest in the General Assembly.
3. The General Assembly's powers and responsibilities include the following:
  - a) determining the general policy;
  - b) suspending and dismissing the members of the Board of Directors;
  - c) adopting resolutions to amend the Statutes or to dissolve the Society;
  - d) ratifying the annual membership subscription fee for the following financial year;
  - e) adopting the annual report and accounts;
  - f) adopting the By-laws.
4. Extraordinary General Assemblies may be held as necessary as determined by the Board of Directors or following a request as referred to in Article 8 paragraph 2 or 3.

**Rationale:** Change to clarify the mechanisms to extend the date of the GA (by a vote of the BoD)

#### **Article 10: Attending and Casting Votes in the General Assembly**

##### **Current Version**

1. All members of the Society, if not suspended, are entitled to attend General Assemblies. Suspended members shall be entitled to attend the General Assembly at which the resolution to suspend them and/or to terminate their membership is on the agenda and may address the General Assembly in respect thereof.
2. The General Assembly decides on the admission of all other persons.

3. Two percent of all members (including members of the Board of Directors) physically present or represented by another member constitute the quorum for decisions to be taken at the General Assembly. In the event that two percent of all members are not present or represented at a General Assembly, a second General Assembly will be convened and held within twelve weeks from then, at which General Assembly a resolution may be adopted on the proposal as brought up for consideration in the previous General Assembly, irrespective of the number of members present or represented.
4. Every Individual and Honorary member and representative of an Affiliate member is entitled to cast one vote.
5. Voting will only take place on motions that are shown on the pre-circulated agenda.
6. A member may vote by a written proxy granted to another member only on a motion included in the pre-circulated agenda for the General Assembly. With the exception of the Secretary General, a member may act as proxy for a maximum of five other members. The requirement that the proxy must be in written form is complied with if the proxy is recorded electronically.
7. If the Board of Directors has opened the option in the notice to a General Assembly, the members will be authorized to exercise their voting rights by means of an electronic means of communication, provided (i) the conditions for the use of that means of communication like the connection, the security and the like have been made public in the notice to the meeting, (ii) the member is able to be identified, (iii) the member is able to acquaint himself of the discussions at the meeting and (iv) if this option has been opened, the member is able to participate in the discussions.
8. If the Board of Directors has opened the option In writing, votes can be cast electronically in a period not earlier than thirty days prior to the General Assembly, at an e-mail address designated for that purpose.

These votes shall have equal effect as votes cast in a General Assembly.

#### **Proposed New Version:**

1. All members of the Society, if not suspended, are entitled to attend General Assemblies. Suspended members shall be entitled to attend the General Assembly at which the resolution to suspend them and/or to terminate their membership is on the agenda and may address the General Assembly in respect thereof.
2. The General Assembly decides on the admission of all other persons.
3. Two percent of all members (including members of the Board of Directors) physically present or represented by another member constitute the quorum for decisions to be taken at the General Assembly. In the event that two percent of all members are not present or represented at a General Assembly, a second General Assembly will be convened and held within twelve weeks from then, at which General Assembly a resolution may be adopted on the proposal as brought up for consideration in the previous General Assembly, irrespective of the number of members present or represented.



4. Every Individual and Honorary member and representative of an **Affiliate member organisation** is entitled to cast one vote.
5. Voting will only take place on motions that are shown on the pre-circulated agenda.
6. A member may vote by a written proxy granted to another member only on a motion included in the pre-circulated agenda for the General Assembly. With the exception of the Secretary General, a member may act as proxy for a maximum of five other members. The requirement that the proxy must be in written form is complied with if the proxy is recorded electronically.
7. If the Board of Directors has opened the option in the notice to a General Assembly, the members will be authorized to exercise their voting rights by means of an electronic means of communication, provided (i) the conditions for the use of that means of communication like the connection, the security and the like have been made public in the notice to the meeting, (ii) the member is able to be identified, (iii) the member is able to acquaint himself of the discussions at the meeting and (iv) if this option has been opened, the member is able to participate in the discussions.
8. If the Board of Directors has opened the option In writing, votes can be cast electronically in a period not earlier than thirty days prior to the General Assembly, at an e-mail address designated for that purpose.

These votes shall have equal effect as votes cast in a General Assembly.

**Rationale:** minor wording changes for clarification

## **Article 12: Board of Directors**

### **Current Version**

1. Subject to the restrictions set out in these Statutes, the Board of Directors is entrusted with the management of the Society. In performing their duties the members of the Board of Directors shall regard the interests of the Society and the organization connected with it.
2. Subject to the approval of the General Assembly, the Board of Directors is entitled to enter into agreements to acquire, alienate or encumber property subject to public registration and to enter into agreements whereby the Society guarantees or provides security as surety or joint and several co-debtor for any debt of any third parties, or warrants performance by any third parties.
3. The Society is represented by:
  - a) either the Board of Directors;
  - b) or two members of the Executive Committee acting jointly.
4. The Board of Directors ensures that the Society acts in accordance with the Statutes and resolutions adopted by the General Assembly.

5. The Board of Directors will meet at least once a calendar year.
  6. Detailed descriptions of the responsibilities of Board members are set out in the Board Operating Manual.
  7. The Board of Directors is entitled to fill its own vacancies by appointing members of the Society, provided that not more than half of the Members of the Board of Directors are appointed by the Board of Directors. These appointments will be effective until the next elections.
  8. Six members of the Board of Directors constitute the quorum for resolutions to be taken by the Board of Directors.
  9. Each member of the Board of Directors has the right to cast one vote relating to the affairs of the Board of Directors.
  10. Resolutions at a duly convened meeting of the Board of Directors will be adopted on the basis of an absolute majority of the votes cast.
  11. Resolutions of the Board of Directors may also be adopted in writing (which also includes an electronic recording) outside of a Board of Directors meeting, provided that all Members of the Board of Directors entitled to vote carry such resolutions unanimously.
  12. A member of the Board of Directors does not participate in the discussions and the decision-making if the relevant member of the Board of Directors has a direct or indirect personal interest which conflicts with that of the Society and the organization with it.
- If, as a consequence thereof no resolution of the Board of Directors can be adopted, the resolution will be adopted nevertheless by the Board of Directors, with written record of the considerations underlying the resolution.
13. The Board of Directors may delegate all or some of its responsibilities to an Executive Committee. The Board of Directors remains responsible for all acts performed by the Executive Committee.
  14. No remuneration can be granted to the Board of Directors.

Expenses will be reimbursed to the members of the Board of Directors on production of the necessary proof.

### **Proposed New Version**

1. Subject to the restrictions set out in these Statutes, the Board of Directors is entrusted with the management of the Society. In performing their duties the members of the Board of Directors shall regard the interests of the Society and the organization connected with it.
2. Subject to the approval of the General Assembly, the Board of Directors is entitled to enter into agreements to acquire, alienate or encumber property subject to public registration and to enter into agreements whereby the Society guarantees or provides security as surety or joint and several co-debtors for any debt of any third parties, or warrants performance by any third parties.

3. For the agreements in 12.2, the Society is represented by:
  - a) either the Board of Directors;
  - b) or two members of the Executive Committee acting jointly.
4. The Board of Directors ensures that the Society acts in accordance with the Statutes and resolutions adopted by the General Assembly.
5. The Board of Directors will meet at least once a calendar year.
6. Detailed descriptions of the responsibilities of Board members are set out in the Board Operating Manual.
7. The Board of Directors is entitled to fill its own vacancies by appointing members of the Society, provided that not more than half of the Members of the Board of Directors are appointed by the Board of Directors. These appointments will be effective until the next elections.
8. Six members of the Board of Directors constitute the quorum for resolutions to be taken by the Board of Directors.
9. Each member of the Board of Directors has the right to cast one vote relating to the affairs of the Board of Directors.
10. Resolutions at a duly convened meeting of the Board of Directors will be adopted on the basis of an absolute majority of the votes cast.
11. Resolutions of the Board of Directors may also be adopted in writing (which also includes an electronic recording) outside of a Board of Directors meeting, provided that all Members of the Board of Directors entitled to vote carry such resolutions unanimously.
12. A member of the Board of Directors does not participate in the discussions and the decision-making if the relevant member of the Board of Directors has a direct or indirect personal interest which conflicts with that of the Society and the organization with it.

If, as a consequence thereof no resolution of the Board of Directors can be adopted, the resolution will be adopted nevertheless by the Board of Directors, with a written record of the considerations underlying the resolution.
13. The Board of Directors may delegate all or some of its responsibilities to an Executive Committee. The Board of Directors remains responsible for all acts performed by the Executive Committee.
14. No remuneration can be granted to the Board of Directors.

Expenses will be reimbursed to the members of the Board of Directors on production of the necessary proof.

**Rationale:** Minor wording changes for clarity.

## **Article 15 Board Succession**

**Current Version:**

1. If the President cannot act for any reason, the Senior Vice President will take over the duties of the President automatically until the next elections or until the President is able to resume office, depending on which occurs first. If both the President and the Senior Vice President cannot act for any reason, the other Vice President automatically assumes the duties of the President until the next elections to the extent necessary.
2. In the event that the Secretary General or the Treasurer cannot act, the Executive Committee will designate one of the other members of the Board of Directors by a simple majority of the votes to discharge the duties of this position until the next elections of the Society.
3. In exceptional circumstances, where for any reason an Executive post holder is unable to serve, the Board of Directors may pass a resolution to call a special election to fill the vacant position.
4. The General Assembly shall ensure that a person is appointed to temporarily manage the Society in the event of the prevention or permanent absence of all the members of the Board of Directors.

Prevention in this paragraph means in any case the circumstances that

- a. the member of the Board of Directors during a period in excess of seven days cannot be reached due to illness or any other cause; or
- b. the member of the Board of Directors has been suspended.

**Proposed New Version:**

1. If the President cannot act for any reason, the Senior Vice President will take over the duties of the President automatically until the next elections or until the President is able to resume office, depending on which occurs first. If both the President and the Senior Vice President cannot act for any reason, the other Vice President automatically assumes the duties of the President until the next elections to the extent necessary.
2. In the event that the Secretary General or the Treasurer cannot act, the Executive Committee will designate one of the other members of the Board of Directors by a simple majority of the votes to discharge the duties of this position until the next elections of the Society.
3. In exceptional circumstances, where for any reason an Executive post holder is unable to serve, the Board of Directors may pass a resolution to call a special election to fill the vacant position **or appoint a replacement as described in 12.7.**
4. The General Assembly shall ensure that a person is appointed to temporarily manage the Society in the event of the prevention or permanent absence of all the members of the Board of Directors.

Prevention in this paragraph means in any case the circumstances that

- a. the member of the Board of Directors during a period in excess of seven days cannot be reached due to illness or any other cause, or

- b. the member of the Board of Directors has been suspended.

**Rationale:** Minor changes to clarify and cross reference article outlining board appointments.

## **Article 16: Nomination and Election of Board of Directors**

### **Current Version:**

1. Elections for the Board of Directors shall be held prior to a General Assembly.
2. A nominations committee will be established before each election in order to identify suitable candidates to stand for vacant Board positions. The Board of Directors appoints the nominations committee, consisting of the President Elect as the chairperson, one outgoing Board member and at least one Individual member of the Society, who has been a member of the Society for at least five years and should not come from the same World Health Organization (WHO) region as the chairperson and outgoing Board member.
3. The procedure for nominations and elections to the Board of Directors is as follows:
  - a) The Secretary General shall notify all members of the elections at least six months in advance of the relevant General Assembly and call for nominations to fill vacancies on the Board of Directors. The call for nominations will be sent to all members who are accepted members of the Society on the date of the call for nominations.
  - b) Nominees can only be Individual members who are members of the Society on the date of the call for nominations.
  - c) Nominations must be proposed by two Individual, Honorary or Affiliate members who were accepted members on the date of the call for nominations.
  - d) The nomination must include details of the candidate as defined by the nominating committee.
  - e) The nominations must be received by the Secretary General at least four months before the relevant General Assembly.
  - f) The Secretary General is responsible for ensuring that the nominees fulfil the criteria for nomination as outlined above under b, c and d and notifies the candidates.
  - g) The nominations committee may recommend one or more persons for each Board vacancy from the list of nominees for the relevant post.
  - h) The Secretary General will send a notice by electronic means at least three (3) months before the relevant General Assembly to all members who were accepted members of the Society at the time of the call for nominations announcing the opening of voting. The notice will include the closing date which will be at least thirty (30) days prior to the relevant General Assembly.
  - i) The names of the candidates and their details will be made available.
  - j) Voting will be carried out electronically.
  - k) Each member will cast their vote in favour of the candidate of their choice.
  - l) Two Tellers, who will not be members of the Board, will be appointed by the President.
  - m) The Tellers will verify the electronic voting procedure and report the result to the Secretary General.
  - n) The Secretary General will make the result of the election known to the members.
  - o) In the event of a tie or in any situation the Board of Directors deems necessary the election procedure described in this article under paragraph 3 from g) to n) will be followed with the exception that the Board of Directors will decide within which period of at least two weeks the members may cast their votes.
4. If a member does not have access to internet the Society will take care that this member can participate in the election procedure.

### **Proposed New Version:**

1. Elections for the Board of Directors shall be held prior to a General Assembly.
2. A nominations committee, constituted **according to the relevant By-laws**, will be established before each election to identify suitable candidates to stand for vacant Board positions.
3. The procedure for nominations and elections to the Board of Directors is as follows:
  - a) The Secretary General shall notify all members of the elections at least six months in advance of the relevant General Assembly and call for nominations to fill vacancies on the Board of Directors. The call for nominations will be sent to all members who are accepted members of the Society on the date of the call for nominations.
  - b) Nominees can only be Individual members who are members of the Society on the date of the call for nominations.
  - c) Nominations must be proposed by two Individual, Honorary or **Affiliate member organisation representatives** who were accepted members on the date of the call for nominations.
  - d) The nomination must include details of the candidate as defined by the nominating committee.
  - e) The nominations must be received by the Secretary General at least four months before the relevant General Assembly.
  - f) The Secretary General is responsible for ensuring that the nominees fulfil the criteria for nomination as outlined above under b, c and d and notifies the candidates.
  - g) The nominations committee may recommend one or more persons for each Board vacancy from the list of nominees for the relevant post.
  - h) The Secretary General will send a notice by electronic means at least three (3) months before the relevant General Assembly to all members who were accepted members of the Society at the time of the call for nominations announcing the opening of voting. The notice will include the closing date which will be at least thirty (30) days prior to the relevant General Assembly.
  - i) The names of the candidates and their details will be made available.
  - j) Voting will be carried out electronically.
  - k) Each member will cast their vote in favour of the candidate of their choice.
  - l) Two Tellers, who will not be members of the Board, will be appointed by the President.
  - m) The Tellers will verify the electronic voting procedure and report the result to the Secretary General.
  - n) The Secretary General will make the result of the election known to the members.
  - o) In the event of a tie or in any situation the Board of Directors deems necessary the election procedure described in this article under paragraph 3 from g) to n) will be followed with the exception that the Board of Directors will decide within which period of at least two weeks the members may cast their votes.

### **4. Removed**

**Rationale:** Wording clarifications, removal of statement regarding members without access to the internet and removal of duplicate information also included in Bylaws.

## **Article 20: Annual Report, Annual Accounts and Notes**

### **Current Wording:**

1. The Financial Year runs from the first day of April to the thirty-first day of March.

2. The Board of Directors must keep accounting records of the finances of the Society, produce an annual report on the activities of the Society, and keep the books, documents, and other databases in such a manner that the rights and obligations of the Society may be recognised at all times.
3. Except where the term is extended by the General Assembly, the Board of Directors must publish its annual report on the situation of the Society and the policy pursued at the Annual General Assembly as referred to in Article 9 paragraph 1. It must submit the balance sheet and the statement of income and expenditure with the explanatory notes to the General Assembly. These documents are signed by the members of the Board of Directors; if the signature of one or more of them is missing, this must be reported, stating the reasons. If after the deadline has expired no account has been produced, any member may demand the appropriate action from the collective members of the Board of Directors.
4. An auditor as referred to in Article 393 paragraph 1 of Book 2 of the Dutch Civil Code must submit a statement about the accuracy of the documents as meant in the second sentence of paragraph 3 of this article. A report from the auditor must be provided at the General Assembly.
5. For the purposes of the audit, the Board of Directors must assure that the auditor is provided with any requested information, show the auditor the cash and cash equivalents and make the books, documents and other data carriers of the Society available, if required.
6. The adoption of the annual accounts shall not serve as a discharge and release of any member of the Board of Directors.
7. The Board must save the documents referred to in paragraphs 2 and 3 of this Article for a period of seven years.

**Proposed New Wording:**

1. The Financial Year runs from the first day of April to the thirty-first day of March.
2. The Board of Directors must keep accounting records of the finances of the Society, produce an annual report on the activities of the Society, and keep the books, documents, and other databases in such a manner that the rights and obligations of the Society may be recognised at all times.
3. Except where the term is extended by the General Assembly, the Board of Directors must publish its annual report on the situation of the Society and the policy pursued at the Annual General Assembly as referred to in Article 9 paragraph 1. It must submit the balance sheet and the statement of income and expenditure with the explanatory notes to the General Assembly. These documents are **approved by the members of the Board of Directors and approval is documented, with signatures when required**. If after the deadline has expired no account has been produced, any member may demand the appropriate action from the collective members of the Board of Directors.
4. An auditor as referred to in Article 393 paragraph 1 of Book 2 of the Dutch Civil Code must submit a statement about the accuracy of the documents as meant in the second sentence of paragraph 3 of this article. A report from the auditor must be provided at the General Assembly.

5. For the purposes of the audit, the Board of Directors must assure that the auditor is provided with any requested information, show the auditor the cash and cash equivalents and make the books, documents and other data carriers of the Society available, if required.
6. The adoption of the annual accounts shall not serve as a discharge and release of any member of the Board of Directors.
7. The Board must save the documents referred to in paragraphs 2 and 3 of this Article for a period of seven years.

**Rationale:** Minor changes for clarification of wording around board approval to acknowledge electronic voting and documentation.