

BYLAWS TO THE ARTICLES OF ASSOCIATION OF WORLD TRANSPLANT GAMES FEDERATION Ltd.

These Bylaws are to be read in conjunction with the Articles of Association

of the World Transplant Games Federation Ltd. – the Company incorporated under The Companies Act 2006 and also registered with the Charity Commission under the Charities Act 2011 - and has the purpose of explaining and clarifying aspects of the Articles of Association and setting out various procedural guidelines and processes to be followed in the operation of the Company.

In order to streamline processes and procedures from time to time, these Bylaws can be changed by the Board of Trustees (See Part 9, Article 64 of the Articles of Association by them voting for such change with a 75% majority of the full Board of Trustees.

1. BYLAW 1 – MEMBERSHIP

- *See Part 4 of the Articles of Association*

MEMBERSHIP POLICIES & PROCESSES

Overview

The World Transplant Games Federation (WTGF) is an international federation of member countries committed to developing and offering sports to transplant recipients. Many of our national members also offer additional services such as advocacy, research and support.

The WTGF is recognised by the International Olympic Committee as a Multi-Class Organisation. It is registered as a Company Limited by Guarantee and Charity in the United Kingdom.

The WTGF understands its members are at different stages of development in terms of their own corporate or charitable structure while some are officially recognised by their respective Governments, Health or Sports Departments or Institutions.

Regardless, it is essential that the WTGF lays down a platform of best practice as it relates to membership of the WTGF and how a member country attains and retains that membership.

Values of fairness, transparency, inclusivity and ethical behaviour underpin all of the WTGF and its members' activities. Member countries often rely on the goodwill of the community, government or corporate funding, to assist their national teams to attend WTGF events. Major reputational risks are at stake without solid principles underpinning our work and that includes the following Membership Policies and Procedures.

We understand not all members will automatically be compliant in every aspect. This document should be read both as a minimal level of attainment and also as an aspirational goal for member countries wishing to achieve high levels of professionalism.

Preamble:

Part 4 of the Articles of Association (Articles 11 to 13) deals with all aspects pertaining to Membership. Any reference to “Article/s” in this document refers to the Articles of Association of the WTGF as registered with Companies Authority in the England & Wales.

This Bylaw deals specifically with the Policies and Processes to be followed when dealing with all aspects of Membership. Members are defined as the Country Organisations accepted into Membership of the WTGF. Those Country Organisations themselves have individual members drawn from Transplant Recipients and Supporters.

In dealing with Membership there are various elements, each of which has its own unique process to be followed. These are:

1. The initial **Application for Membership** by a Country Organisation;
2. The **Renewing of Membership** on a Biennial basis;
3. **Sanction** and the process to be followed should such action be necessary due to non-compliance and
4. The processes to be used by the WTGF in cases where there is a need for **Intervention, Dispute Resolution and Restitution**.

THE WTGF PROCESSES:

All references in this document to “The Board” will mean the duly elected Board of the WTGF or a Sub-Committee of the Board nominated by the Board to manage these matters. All substantive decisions in relation to membership must be brought before the whole Board for approval.

1. The initial Application for Membership:

A. The Application

- a. The Applicant shall fully comply with Articles 11.2 and 11.3;
- b. The Board is responsible for ensuring that all aspects included in the Application are correct. These will include the following:
 - i. Good Governance practices throughout the organisation;
 - ii. Financial viability and sustainability;
 - iii. That the Directors/Board Members as well as those representing the Member in whatsoever position are eligible to be appointed into such positions and have not been found guilty of a criminal, fraudulent act or of dishonesty or have been declared mentally incapable or have been declared bankrupt;

- iv. Inclusivity – Ensuring that all transplanted recipients from that country are free to participate in WTGF events through membership;
- v. Support of the “Declaration of Istanbul”;
- c. In the case of uncertainty about the presented information, the Board shall call for more information from the Applicant so as to be able to make a considered decision;
- d. Should any of the information be found to be incorrect or in the case of a fraudulent submission, the Board will inform the Applicant that the application was not successful.
 - i. The WTGF shall give reasons for this decision to the Applicant who will have the opportunity to appeal the Board’s decision by giving notice within twenty-one days (21 days) of being informed by the Board.
 - ii. The decision of the appeal will be final and binding.
- e. Should the Application be successful, the Board will inform the Applicant and the WTGF Office will issue the appropriate Invoice for Membership Fees which will become immediately payable;
 - i. Upon receipt of the full payment a Membership Certificate will be issued to the new Member.
- f. Membership is for a two-year period and will be renewed along with all other members in the two-year rotation;
- g. It is understood that participation in any of the activities sponsored by the WTGF or receiving services from the WTGF will only be allowed if the Member is in good standing with the WTGF throughout the period of membership.

B. The Requirements

- a. As per Article 11.3 only one organisation per country will be allowed into membership;
- b. When applying for membership an organisation needs to show that they are willing to represent ALL transplanted persons (present & future) in that country who have a desire to participate in WTGF activities such as the Summer & Winter Transplant Games, the Transplant Football Tournament or any other possible activities. This does not prevent an organisation which is organ-specific (such as a kidney foundation) from attaining membership however in that instance the organisation needs to represent all transplant types to the WTGF;
- c. The following documentation will be required from the Applicant:
 - i. A short summary of the history of the organisation – Establishment, Activities - national & international;
 - ii. A Constitution showing that the organisation is duly constituted;

- iii. A list of the Directors and or Officers of the organisation, giving their background and portfolios;
- iv. Any documentation showing that the organisation is affiliated to other sports, health or related bodies or the National Olympic Committee in that country;
- v. Properly approved Financial Statements of the past year to show financial viability;
- vi. A signed undertaking to conform to and be subject to the WTGF and its Articles of Association;
- vii. A signed undertaking that the organisation agrees with the “Declaration of Istanbul”.

If an Applicant is unable to provide any of the above documentation, they can still be considered for membership on the basis they have in place a program to achieve the necessary official standing in their country. The WTGF is able to assist with this process and where possible will propose another member to work alongside the new member in order to achieve the requirements over a period.

2. The Renewing of Membership:

- a. The period of membership shall be two years (2 years) after which the Board will require from Members to formally renew their membership for the following two years by completing the necessary documents which will be issued by the WTGF Office.
- b. The Board may, based on the information received from the document and any other relevant and dependable sources, require a representative/s of the organisation to address a meeting with the Board to answer questions and clear up any issues of concern as far as the organisation’s representation of the Transplant community, any Governance or other issues, as mentioned in “*The initial Application for Membership*” Clause 1.A.b above.
- c. Based on the outcome of such a meeting, the Board is empowered to:
 - i. **Approve the renewal of membership:**
 - a) The WTGF Office will issue an Invoice for the Membership Fees and upon receiving payment, will issue a Membership Certificate.
 - ii. **Make recommendations on changes required before membership will be renewed;**
 - a) These recommendations will be made in writing and an appropriate period will be set for the implementation of the changes required;
 - b) The organisation has the right to engage with the Board or its Sub-Committee regarding these recommendations but once a decision has been made, will be required to implement accordingly;
 - c) Once proof has been given of the implementation of the changes, the WTGF Office will issue and Invoice for the Membership Fees and upon receiving payment, will issue a Membership Certificate;

- d) Should the organisation fail to implement the required changes within the set time period, the processes as set out in No. 3 below will be followed.

iii. **Suspend the membership of the organisation:**

- a) Reasons for suspension would normally be:
 - a. Due to non-compliance with issues of governance within the organisation;
 - b. Areas of concern which the Board feels that needs to be addressed;
 - c. Substantiated concerns that have been raised by individuals within the organisation regarding the administration, membership or other general issues or
 - d. Failure by the Member to manage, control, sanction or expel an individual associated with the Organisation for acting against the interests of the Member or WTGF
- b) In the case of suspension as with Clause 2.c.ii above, the organisation will be granted a fair period to engage with the Board and to make the required changes which would allow the Board to approve the Membership Application;
- c) Should the organisation fail to implement the required changes within the set time period, the processes as set out in Clause 3 “*Sanction*” below, will be followed.

iv. **Terminate the membership of the organisation:**

The termination of the membership of an organisation will not be taken lightly or without the full Board following an intense process of consultation with the particular member(s) and parties involved, prior to the final decision.

Once the decision to terminate has been taken, the organisation will be informed and the process followed according to Article 13.

The Board will appoint an Administrator who will deal with all administrative aspects relating to the participation of individuals from a country in WTGF events during the period where there is no specific Member Organisation to act. The WTGF will during this time actively investigate the possibility of another organisation to take up the membership for that particular country so as to not negatively affect the possibility of participation in WTGF events of the individual transplanted athletes in that country.

3. SANCTION

Definition: *Sanction is the action of the WTGF Board against a Member or Members, implementing penalties or other means of enforcement used to provide incentives for compliance with the Articles of Association, Bylaws or Rules & Regulations of the WTGF.*

It is understood that the sanctioning of a member is a serious matter and cannot be taken lightly. All avenues of engagement and consultation will be used before deciding upon this action. The period and severity of the sanction will be linked directly to the seriousness of the offence and could take

the form of a Suspension or Termination of Membership. The Board will continue to work with the Member throughout this period in order to assist with resolving the matter after which the Member can apply to have its Membership reconsidered.

PROCESS TO BE FOLLOWED IN THE CASE OF SANCTION:

a. The Process leading to the action of sanction and intervention will be as follows:

- i. On becoming aware of a situation of non-compliance or concern existing in a Member-organisation, the Board will contact the Member in writing setting out the issue at hand and asking for information and a possible meeting with the elected Committee to discuss the matter;
- ii. Once the issue has been discussed and the Board is certain that the problem is factual, the Board will engage with the Member setting out its concerns and also proposing a process to be followed to correct the issues and to put in place structures to ensure full compliance with the WTGF Articles of Association and Bylaws;
- iii. Should this process of consultation be successful, the Member will have its membership renewed and will be given a period of three (3) months to implement the agreed upon actions;
- iv. Should there be a situation which due to its serious nature warrants a suspension of membership, the Board will in writing give notice of twenty-one (21) days of its intention to proceed with such action. As with the above instances, the member will have an opportunity to put its case to the Board;
- v. Should the parties fail to reach an agreement during the consultations and if the member is not willing to comply with the requested corrective actions, the Board will proceed with the process of Termination as set out in Article 13;
- vi. In the case of there being some mutual ground but no agreement, the Board is empowered to suspend the membership of the member for a fixed period to allow for further engagement and discussion to see whether a solution is possible. During this suspension period the member organisation will not have any access to any of the services provided by the WTGF and, unless other arrangements are made directly with the WTGF (See point vii below), its members will not be allowed to participate in any of the events hosted or sanctioned by the WTGF. Should an agreement not be reached during this period and no successful outcome be possible, the Board will proceed with the process of Termination as set out in Article 13;
- vii. In the case of the termination or temporary suspension of Membership, the Board will appoint an Administrator who will deal with all administrative aspects relating to the participation of individuals in WTGF events during the period where there is no specific Member Organisation to act. The WTGF will also actively investigate the possibility of another organisation to take up the membership for that particular country so as to not negatively affect the possibility of participation in WTGF events of the individual transplanted athletes in that country.

4. Intervention, Dispute Resolution and Restitution:

The WTGF honours the autonomy of each of its member organisations and to this end will not unduly interfere with or question the activities and possible issues/disputes pertaining to the day to day running of an organisation and/or its relationship with its individual members.

The WTGF does however have an obligation to see that its membership – the Country Organisations – holds to a required code of conduct and ensure that good governance is adhered to at all times while at the same time ensuring that the Objects as set out in Article 2 of the Articles of Association are not compromised. Should it become evident that a member organisation is having problems on whatever level of its activities, the WTGF will make contact with the member and offer its assistance to work out a solution to the benefit of all concerned. This intervention is voluntary and the member organisation has to accept such intervention. During such intervention the WTGF will at all times respect the autonomy of the member as well as taking into consideration all parties involved in the issue/dispute to be addressed.

Members are free to refuse intervention or involvement by the WTGF but should the situation/dispute continue to exist and it has the potential of bringing the good name of the WTGF into disrepute, the Board will have no alternative but to initiate one or more of the options discussed in Clause 3 “*Sanction*” above. Failing to resolve the issue/dispute, may then result in the organisation being suspended or having its membership terminated.

a. Intervention:

In the case of a member agreeing to intervention by the WTGF, the Board will appoint a person or persons from its own number or find a suitable person/s with the necessary expertise to assist the member to resolve the issue/dispute.

Suitable times will be set for discussion of the issue/dispute and all parties will be treated equally to ensure that every possible option has been exhausted before proceeding to further and possible more drastic steps.

It is understood that the person/s appointed by the Board will only act as a facilitator to endeavour to bring an acceptable resolution to the issue/dispute. Advice may be sought from this person/s and they are also at liberty to enlist the help of persons outside of the group who may have certain areas of expertise as required.

b. Dispute Resolution:

In the case of the Board being requested by a member to intervene in a dispute the same procedure as set out in **a - Intervention** above will be followed.

c. Restitution:

Should a member that had been sanctioned by Termination of Membership, request reinstatement to full Membership, the Board will proceed as follows:

- i. The organisation requesting reinstatement will be required to prove that the reason for the Termination has been dealt with to the satisfaction of the Board and that the organisation is fully compliant;
- ii. Once this has been ascertained the organisation will be requested to complete a new Membership Application and the process as set out in Clause 1 “The initial Application

for Membership” above will be followed – This will be seen as a new Membership Application;

- iii. Should all the requirements be met as set out, Membership will be granted.

2. BYLAW 2 – MEETINGS OF THE GENERAL ASSEMBLY

- *See Part 5 of the Articles of Association*

PROCESSES & PROCEDURES

1. Timing of the Meeting

- 1.1. The Meeting of the General Assembly shall take place every two years on the occasion of and at the venue of the Summer Transplant Games. This meeting will also be the Annual General Meeting of the WTGF Ltd. An Annual General Meeting shall also take place in the interim year – the way in which the Meeting will be conducted should also be clearly stated by the Board of Trustees.
- 1.2. The Board may call a Special General Meeting if and when required or the need arises. These meetings can be conducted by appropriate electronic means.

2. Convening of Meetings

- 2.1. The Meeting is convened by the President by giving notice in writing or by electronic means - at least 28 (twenty-eight) days for Annual General Meetings and General Meetings called to pass special resolutions - before the meeting is to take place.
- 2.2. Together with the Notice of the Meeting which must specify the date, time and place on which the meeting will take place, the Secretariat shall supply an Agenda of the Meeting as well as any relevant documents to be dealt with at the Meeting.
- 2.3. Should documents not be available to accompany the Notice and Agenda of the Meeting, they should reach Members not later than fourteen (14) days prior to the Meeting.
- 2.4. The Notice must also contain a statement setting out the right of the members to appoint a proxy under section 324 of the Companies Act 2006 and Article 24 of the Articles of Association.

3. Rules of the Meeting

- 3.1. No business shall be transacted at the Meeting unless a quorum is present.
- 3.2. Only paid up member countries have the right to vote through their authorised representative.
- 3.3. All member countries shall give notice to the Secretariat regarding the person to be so authorised for the purpose of representing that member country at the General Meeting.
- 3.4. Such notice must be received not less than 48 hours prior to the meeting.

4. Resolutions

- 4.1. All resolutions must be first moved and then seconded before being put to the vote.
- 4.2. Should a counter proposal have been received in time to be placed on the agenda and both proposals still stand, the first proposal will be dealt with and then the counter-proposal. After both proposals have been fully debated the Chair will allow voting on the first

proposal and if there is a majority – as mentioned in Clause 5/5.1 “Voting at the Meeting” below – the second proposal shall not be voted upon. If however, the first proposal is not carried by a majority, the Chair will allow the counter-proposal to be voted upon. If a majority is received, that proposal is carried. In the case of the counter-proposal not receiving a majority either, the status quo remains.

5. Voting at the Meeting – See also Bylaw 3

- 5.1. All decisions or resolution voted upon shall be won by a simple majority of those representatives present and voting except in the case of changes to the Articles or where otherwise referred to in the Articles.
- 5.2. Speaking and voting in the Assembly will only be by the authorised representative from each Members Country holding one vote or his proxy or nominee properly authorised in writing.
- 5.3. Such proxy shall be confirmed in writing to the Secretariat by the appointer of the proxy not less than twenty-four (24) hours prior to the meeting or less should this be approved by the Chair;
- 5.4. A proxy holder must be a citizen of the Members Country for which he holds a proxy.
- 5.5. In the event of an equality of votes, the Chair will call for another vote and in the case of another equality of votes, the matter will be removed from the Agenda as not having the support of the members.

6. Minutes

Minutes of the meeting will be taken through electronic means in order to accurately transcribe the business of the meeting.

- 6.1. **Distribution** – The Minutes of the meeting shall be distributed by the Secretariat to the Country Representative of every Members Country not later than forty-five (45) days after the meeting;
- 6.2. **Approval** – The Minutes will be tabled at the next General Assembly for approval by the Assembly;
- 6.3. **Objections** – Objections to the contents of the Minutes of the Assembly meeting must be made in writing within thirty (30) days of the date on which the Minutes were sent out. The Secretariat will inform Members Countries through the Country Representative of any received objections and their corrections within ninety (90) days of the Assembly meeting.

3. BYLAW 3 – VOTING AT GENERAL MEETINGS

- *See Part 5 Article 23 of the Articles of Association*

1. **Voting (General)** – Any resolution or issue to be voted on shall be decided on by a show of hands unless a poll is duly demanded in accordance with the Rules & Procedures as set out in 3.3 below or where otherwise required.
2. **Errors and Disputes** – Any objection as to the qualification of any person voting at a meeting or an adjourned meeting, shall be referred to the Chair of the meeting whose decision on the matter shall be final. An objection raised after the meeting has been concluded, will not be entertained and all votes shall stand as declared during the meeting.
3. **Poll Votes**
 - a) A poll on a resolution may be demanded:
 - i) In advance of the meeting where it is to be put to the vote, or
 - ii) At a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
 - b) A poll may be demanded by:
 - i) The Chair of the meeting;
 - ii) The Executive Committee;
 - iii) The Trustees/Directors; or
 - iv) Two or more persons having the right to vote on the resolution.
 - c) A demand for a poll may be withdrawn under certain conditions – See Article 23.3 of the Articles of Association.
 - d) Polls must be taken immediately and in such a manner as the Chair of the meeting directs.

4. Proxy Notices

See Article 24 of the Articles of Association

Delivery of Proxy Notice

In order to be valid a Proxy Notice must be delivered in the specified format to the Secretariat not later than twenty-four (24) hours prior to the start of the meeting. In exceptional cases the Chair may approve such a Proxy Notice if delivered in less than the above period.

4. BYLAW 4 - THE BOARD OF TRUSTEES

- *See Part 6 of the Articles of Association*

PROCESS TO BE FOLLOWED FOR ELECTION OF TRUSTEES

Preamble:

Part 6 of the Articles of Association (Articles 31 to 53) deals with all aspects pertaining to Trustees.

This Bylaw deals specifically with the Process of Election of a Trustee as mentioned in the above Articles and also addressing further legal requirements as per the UK Laws on Charitable Organisations.

THE PROCESS:

The Election Process has two distinct parts:

1. The nomination of a Trustee who has come to the end of his/her term and who seeks re-election (see Art 37.2) and
2. A new person who seeks election.

A. Actions relating to No. 1 above:

PROCESS TO BE FOLLOWED:

- a) A letter from the President will be sent to all Trustees who have come to the end of their term of office. This should take place not later than One hundred and fifty (150) days prior to the proposed date for the General Assembly/Annual General Meeting.
- b) This letter will ask each Trustee to indicate, by a specific date, whether he/she would wish to be recommended for re-election by the Board of Trustees.
- c) Once these responses have been received, the names of those seeking re-election will be circulated to the remaining Trustees who are continuing to serve out their terms of office. *Those coming to the end of their term will not take part in this process.*
 - i. This will be in the form of a "Voting Paper" where the Trustees will be required to approve or block the possible nomination of the retiring Trustees;
 - ii. These votes will be confidential.
 - iii. The completed forms to be sent to an independent and suitably qualified person for action – Possibly the Auditor of the WTGF.
 - iv. This person will inform the President of the outcome of the "Votes" who will then inform each retiring Trustee of the outcome.
 - v. In the case of an even number of votes for and against, the person will be allowed to take part in the Nomination Process.

- d) There is no appeal available to a retiring Trustee who has been “blocked” from seeking re-election.
- e) Those Trustees who have been approved are now free to proceed as part of the Nomination Process as set out in Clause B/1 below.
- f) The above process should not take longer than thirty (30) days.

B. Actions relating to No. 2 above (Refer to Articles 39, 40 & 41):

1. The Nomination Process:

- 1.1. The WTGF Office will send out to all members in good standing a communication regarding the nomination of Trustees to fill the specific number of positions that will become vacant on the Board after the AGM – This must take place One hundred and twenty (120) days prior to the proposed date of the AGM. This communication should contain the following:
 - 1.1.1. A clear explanation of the Process to be followed – as set out in these Bylaws;
 - 1.1.2. The necessary documents to be completed and required for a person to be formally accepted for nomination:
 - 1.1.3. Nomination Form – Signed by the Nominator, Secunder and the Nominee to show that he/she agrees to the nomination. The Nominee can also submit a separate letter to accept the nomination:
 - 1.1.3.1. It is recommended that the Nomination be supported by the Country Organisation to which the Nominee belongs or can relate;
 - 1.1.3.2. Persons wishing to stand for election as a Trustee are not eligible to nominate or second their own nomination.
 - 1.1.4. A Passport Photo and short CV of the person’s qualifications and also his/her involvement and activities in Organ Donation & Transplantation as well as activities related to their Country Organisation and or WTGF if appropriate;
 - 1.1.5. Signed Trustee Eligibility and Responsibility declaration; Automatic Disqualification Declaration and compliance with all aspects of Article 43;
 - 1.1.6. Signed Declaration by the nominee in support of the “Declaration of Istanbul” for which a large number of translations can be found at the below website (See: <https://www.declarationofistanbul.org/>) &
 - 1.1.7. The deadline for acceptance of nominations – Thirty-five (35) days prior to the proposed date of the AGM. No late nominations will be accepted.
- 1.2. The WTGF Office will collate all the information and ascertain that all nominations received up until the deadline qualify according to the Articles and Bylaws;
- 1.3. Once all the nominees have been so vetted the WTGF Office will draw up a list of these nominees and all the relevant information about each one. This list will then be circulated by Email to all the Members in good standing between fourteen (14) and twenty-eight (28) days prior to the proposed date of the AGM;

- 1.4. The office will inform each nominee that they have been accepted and will be a part of the election process at the AGM;
- 1.5. They will also be informed that they will have four (4) minutes to address the General Assembly;
- 1.6. They will also be able to make use of a MS Powerpoint presentation if such a facility is available in the venue. This will not extend the four (4) minutes and the presentation should be delivered to the Secretariat at least twenty-four (24) hours prior to the meeting for testing;

2. The Voting Process during the AGM:

- 2.1. The Secretariat will draw up the necessary Voting Papers which will contain the names of each nominee in Surname Alphabetical Order;
- 2.2. Voting Papers will be handed out at Accreditation to the official representative only - As confirmed by each Member Country in good standing;
- 2.3. Prior to the voting taking place, each nominee will have the opportunity to address the meeting for four (4) minutes. The order of this presentation will be decided by the drawing of numbers from a container and will be administered by the Honorary Secretary;
- 2.4. The Chairperson of the meeting will call on each nominee to address the meeting and the Honorary Secretary of the WTGF will time each speaker. A warning will be given when there is one (1) minute left and the Secretary will stop the speaker upon reaching four (4) minutes. No extensions of this period will be allowed;
- 2.5. Once all nominees have addressed the meeting voting will take place;
- 2.6. Delegates are free to vote for any number of nominees up to the number of vacancies that exist;
- 2.7. Voting can be done by making any mark next to the name of the nominee;
- 2.8. Voting Papers that contain more votes than the number of declared vacancies, will be discarded as "Spoilt Papers" and not counted;
- 2.9. Voting Papers that contain anything other than a mark indicating a vote, will be discarded as "Spoilt Papers" and not counted;
- 2.10. The Chairperson will appoint three (3) Scrutineers who will ensure that all Voting Papers are collected from the delegates and they will then retire to another room for the counting process. They will ensure that all papers are in order as per Clauses 2.6/2.7/2.8/2.9 above after which they will record each vote for individual nominees on a form supplied by the Secretariat;
- 2.11. Once all votes have been recorded and verified, the votes will be added and the names placed in order of the most to the least votes recorded on a blank form supplied by the Secretariat;

- 2.12. The Scrutineers must agree on the correctness of the votes and sign the list of recorded votes;
- 2.13. This list must be handed to the Chairperson who will make the announcement of the votes received by each nominee and the names of the newly elected Trustees;
- 2.14. In the case of two or more nominees receiving the same number of votes, which would cause the number of elected Trustees to be more than the required number, only those nominees will go into another round of voting to attempt a division of votes. This process to be managed by the same scrutineers as above and announced by the Chairperson.

3. Actions after the election and AGM:

- 3.1. Once the new Trustees have been elected the President will extend an invitation to them to attend the last Board Meeting of the "old" Board which normally takes place before the end of the World Transplant Games (WTG);
- 3.2. During this meeting newly elected Trustees are welcome to participate but they will not have a vote as their Term of Office only starts at the end of the WTG;
- 3.3. The possible election of members of the Executive also takes place during this meeting and only the present Board will have a vote during this process.
 - 3.3.1. *For the Process of electing members of the Executive, see the separate Bylaw 6. referring to Articles 54, 55 & 56.*
- 3.4. At the above meeting the President will brief newly elected Trustees on their responsibilities and also on the planning for the following year as far as meeting dates and other activities are concerned;
- 3.5. Portfolios will be allocated by the President in consultation with newly elected Trustees as soon as possible after this meeting to ensure that they become actively involved in the activities and decisions of the Board.

4. Process in the case of a Trustee desiring to resign

In the case where an elected Trustee, during his/her term of office, has the need to resign from the Board for whatever reason, the following actions need to take place:

- 4.1. A Trustee may resign his/her position at any time during a term by giving fourteen (14) days written notice addressed to the Secretariat for attention of the President or Executive Committee;
- 4.2. Unless anything to the contrary expires, the resignation will come into effect on the specified date;
- 4.3. The President or Executive Committee shall inform the Board of the resignation;
- 4.4. The Board shall consider filling the vacancy with the unsuccessful nominee with the highest number of votes at the General Assembly. In the case of this person not being available, the Board shall approach the next person in line and so on until successful. If

not successful, new nominations shall be called for and the vacancy/ies filled by vote of the General Assembly

5. Process in the case of Termination/Removal of a Trustee

- 5.1. The term of a Trustee may be prematurely terminated and the person removed as a Trustee with immediate effect should any of the conditions as set out in Article 43 of the Articles of Association become relevant. This process shall only be actioned upon receipt of the relevant information in writing and after seriously considering the facts and a majority of the Board of Trustees agreeing on the action to terminate the term. Under these circumstances it is only necessary to inform the Members of the actions taken without having to seek approval as the process followed is according to the Articles of Association;
- 5.2. In the case where irreconcilable differences arise between Trustees on the Board, and where these cannot be settled internally, the majority of Trustees can vote to remove a Trustee or Trustees from the Board. Due to the severity of this action it will be necessary to inform the Members of the situation and call a Special General Meeting at which a complete report on the processes followed, should be presented. The vacancy/ies should then be filled as with Clause 4 "*Process in the case resignation of a Trustee desiring to resign*" above or if not successful, new nominations shall be called for and the vacancy/ies filled by vote of the General Assembly.

5. BYLAW 5 – MEETINGS

- *See Part 5 of the Articles of Association – “The General Assembly”*

1. Convening of Meetings

- 1.1. The President calls the meetings. The Board of Trustees will meet in person annually. The venue for such a meeting will be the World Transplant Games every second year and at a mutually agreed venue in the intervening years. Apart from these there shall also be meetings convened every three months which will be conducted by means of telephone/video conferencing;
- 1.2. The Executive sets the dates and times for the annual meetings that take place during the Summer World Transplant Games and the interim year (The Inter-Games Meeting) as well as for the quarterly meetings and the Secretariat informs the Trustees of these dates with the necessary communication protocols;
- 1.3. For the Annual Meetings, the Agenda and other relevant documents shall be sent to all Trustees not less than fourteen (14) days prior to the date of the first meeting;
- 1.4. In the case of the Quarterly Meetings the Agenda and other relevant documents shall be sent to all the Trustees not less than seven (7) days prior to the meetings.

2. Control of the Meeting

- 2.1. The President is the Chair of the meetings except when he/she appoints another member from the Executive or Board of Trustees or when circumstances as called for by the Articles, another Chair shall be elected following the set procedures;
- 2.2. A person so elected will hold all the powers of the Chair for that specific meeting.

3. Rules of the Meeting

See Articles 45 & 46 – Procedures and Quorum

- 3.1. All resolutions must be first moved and then seconded before being put to the vote;
- 3.2. Should a counter proposal have been received in time to be placed on the agenda and both proposals still stand, the first proposal will be dealt with and then the counter-proposal. After both proposals have been fully debated the Chair will allow voting on the first proposal and if there is a majority – as mentioned in 4 below – the second proposal shall not be voted upon. If however, the first proposal is not carried by a majority, the Chair will allow the counter-proposal to be voted upon. If a majority is received, that proposal is carried. In the case of the counter-proposal not receiving a majority either, the status quo remains.

4. Voting at Meetings

- 4.1. Except in the case of written resolutions, all decisions or resolutions voted upon shall be won by a simple majority of those Trustees present and voting except in the case of changes to the Bylaws or where otherwise referred to in the Articles of Association;
- 4.2. Voting shall be by a show of hands except where otherwise required by the Articles or Bylaws or if demanded by two or more Trustees prior to a vote being taken;

- 4.3. Voting will follow all the procedures and guidelines as set out in Bylaw 3;
- 4.4. The Chair of the meeting will, in the event of an equality of votes, have a casting vote.

5. Minutes

Minutes of meetings will be taken through electronic means in order accurately to transcribe the business of the meeting.

- 5.1. **Distribution** – The Minutes of the meeting shall be distributed by the Secretariat to the Executive and Board of Trustees not later than thirty (30) days after the meeting;
- 5.2. **Approval** – The Minutes will be tabled at the next Board Meeting for approval by the Trustees;
- 5.3. **Objections** – Objections to the contents of the Minutes so distributed must be made within fifteen (15) days of the date on which the Minutes were sent out. The Secretariat will inform the Board of any received objections and their corrections within sixty (60) days of the meeting.

6. BYLAW 6 – THE EXECUTIVE COMMITTEE

- *See Part 7 of the Articles of Association*

PROCESSES & PROCEDURES

1. Election of Executive Committee

1.1. The Nomination Process:

- 1.1.1. The election of the Executive Committee will take place at the first meeting of the Board of Trustees after the General Assembly;
- 1.1.2. As the newly elected Trustees only start their term after the completion of the Games, the Executive Committee will be elected by the present members of the Board of Trustees;
- 1.1.3. Any member of the Board is empowered to nominate another member of the Board for one of the three positions;
- 1.1.4. Any nomination shall be seconded by another Trustee;
- 1.1.5. The nominee shall be a Trustee who has already served at least a two-year term on the Board;
- 1.1.6. A Trustee that qualifies for nomination as in Clause 1.1.5. above, may nominate him/herself but such nomination must be seconded as in Clause 1.1.4. above;
- 1.1.7. One person may be nominated for more than one position on the Executive Committee;
- 1.1.8. Nominations shall be in writing and made to the Chair of the Meeting who will ensure that all processes are followed and will announce the candidates for each of the three positions.

1.2. The Election Process:

- 1.2.1. The Chair will allow each candidate for each position to address the meeting for not more than two (2) minutes prior to the vote for that position taking place;
- 1.2.2. The Chair will appoint two Scrutineers who will be responsible for collecting the completed voting papers and counting the votes. The Scrutineers shall not be a candidate;
- 1.2.3. The Secretariat will hand to each of the Trustees who are empowered to vote, a Voting Paper for each of the three positions;
- 1.2.4. The name of the person voted for is to be written on the Voting Paper supplied for the specific position;

- 1.2.5. Trustees will vote for their preferred candidate by simply marking the candidate of their choice with an X or a tick. In the case of more than two candidates standing for one position, Trustees will be advised to mark their first preference with the numeral 1, second with the numeral 2 and so on. The winner will be the candidate who attracts the highest number of votes by a preferential voting system (where 1 is worth the most votes and so on);
- 1.2.6. The Chair will announce the winner after each vote. This will allow a person who has been nominated for more than one positions to either be excluded or included for the vote of the next position;
- 1.2.7. The position of President will be voted on first unless there is only one person nominated in which case he/she will be declared duly elected for that position;
- 1.2.8. The position of Honorary Secretary will be voted for second unless there is only one person nominated in which case he/she will be declared duly elected for that position;
- 1.2.9. The position of Treasurer will be voted for last unless there is only one person nominated in which case he/she will be declared duly elected for that position;
- 1.2.10. In the case of a tie in the voting for either of the positions, the Chair will call for another vote. Should there still be a tie after the second vote the winner will be determined by the Chair drawing a winner from a container;
- 1.2.11. The persons elected will start serving their four (4) year term of office after the Games are concluded;
- 1.2.12. The results of the election are to be announced at the Gala Dinner at the conclusion of the Games.

1.3. Resignation:

- 1.3.1. A member of the Executive Committee may resign his/her position at any time during a term by giving fourteen (14) days written notice addressed to the Secretariat for attention of the President or Executive Committee who shall immediately inform the rest of the Board of Trustees;
- 1.3.2. Unless anything to the contrary expires, the resignation will come into effect on the specified date. The person will also have to indicate whether they wish to continue serving as a Trustee on the Boar;
- 1.3.3. Once there is a vacancy on the Executive Committee the Board will proceed to follow the process of appointing another person from the Board to fill the position for the rest of the term – See Clause 1/1.1. & 1/1.2. *“The Nomination & The Election Process”*, above;
- 1.3.4. In the case of the person also electing to resign as a Trustee, the Board must inform the Members and follow the process as in Bylaw 4 *“The Board of Trustees”* Clause 4/4.4. to fill that vacancy for the rest of the term.

1.4. Termination/Removal

- 1.4.1. The term of an Executive Board member may be prematurely terminated and the person removed from the position as well as that of Trustee with immediate effect should any of the conditions as set out in Article 43 of the Articles of Association become relevant. This process shall only be actioned upon receipt of the relevant information in writing and after seriously considering the facts and a majority of the Board of Trustees agreeing on the action to terminate the term. Under these circumstances it is only necessary to inform the Members of the actions taken without having to seek their approval as the process followed is according to the Articles of Association. The vacancy should be filled following the process as set out in Clause 1/1.1. & 11.2. *"The Nomination & The Election Process"*;
- 1.4.2. In the case where irreconcilable differences arise between Trustees on the Board and a member or members of the Executive, and where these cannot be settled internally, the majority of Trustees can vote to remove a member or members of the Executive from their position/s. As the appointment of the Executive Committee members is the responsibility of the Board of Trustees, an action such as the above would only have to be reported to the Members and also the newly appointed persons introduced to the Membership. The vacancy/ies should then be filled as set out in Clause 1/1.1. & 1/1.2. *"The Nomination & The Election Process"* above.

1.5. Revocation of powers

- 1.5.1. In the case where irreconcilable differences arise between the members of the Executive Committee, and arbitration is not successful as set out in Clauses 1/1.5/1.5.2. to 1.5.5. below, the Board of Trustees will have the power to elect a new Executive Committee as set out in Clause 1/1.5/1.5.6. below;
- 1.5.2. Before any election of a new Executive Committee can take place, the President shall call a special meeting of the Board of Trustees to give the Executive Committee the opportunity to outline the problem to the Board of Trustees and to try and resolve the issues by a vote by the Board of Trustees;
- 1.5.3. Notice of such a special meeting of the Board of Trustees and any relevant documents shall be sent to all the Trustees not less than seven (7) days prior to the meeting;
- 1.5.4. By the end of such special meeting the Board of Trustees shall have set out the steps the Executive Committee will be required to complete in order to prevent the election of a new Executive Committee;
- 1.5.5. The Executive Committee shall have thirty (30) days from the date of such special meeting to implement the steps agreed at the special meeting. If the steps have not been successfully implemented then the Board of Trustees may revoke the powers of the Executive Committee;
- 1.5.6. If the powers of the Executive Committee are so revoked the President shall call a further special meeting of the Board of Trustees to elect a new Executive Committee.

2. Convening of Meetings

- 2.1. The President shall call the meetings. The Executive will meet at least twice a year – One of these meetings to take place in person prior to or in the time that the Board of Trustees meetings take place. This will be during the Summer World Transplant Games and during the Inter-Games meetings of the Board of Trustees. The second meeting can, as with other meetings, take place making use of suitable electronic means;
- 2.2. In spite of the above, any three (3) Trustees have the right to call a Special Board Meeting where there are issues of conflict or where it would seem that there are irreconcilable differences between the Trustees and the President or other members of the Executive. See Clause 1/1.4/1.4.2. *“Termination/Removal”*;
- 2.3. The Agenda and all relevant documents should reach the members of the Executive at least three (3) days prior to the meeting.

3. Control of the Meeting

- 3.1. The President is the Chair of the meetings except when he/she appoints another member from the Executive or when circumstances as called for by the Articles of Association another Chair shall be elected following the set procedures;
- 3.2. A person so elected will hold all the powers of the Chair for that specific meeting.

4. Rules of the Meeting

- 4.1. No business shall be transacted at any Board Meeting unless a quorum is present – A Quorum shall constitute two (2) members;
- 4.2. If such a quorum is not present within half an hour after the appointed time, the meeting shall stand adjourned to the same time the following day at the same place and time or making use of the same phone/video protocols;
- 4.3. In the case of an adjourned meeting as in Clause 4/4.2 above the Secretariat will ensure that all members of the Executive receive formal and verifiable communication regarding the time and date of the adjourned meeting;
- 4.4. Should a quorum not be present at this adjourned meeting and there is an unwillingness from all members to meet, the Chair will call a meeting of the Board of Trustees and inform the Board that there are irrevocable differences and that the Board should make a decision regarding the future of the elected persons;
 - 4.4.1. The Board of Trustees should appoint a person to arbitrate in the situation;

- 4.4.2. If the arbitration is successful the Arbitrator will report back to the Board and the Executive Committee will continue to function normally;
- 4.4.3. If however, the arbitration is not successful, the Arbitrator will likewise report to the Board and the Board will then have the power to elect a new Executive Committee after giving due notice to each of the present members that their powers have been revoked as set out in Bylaw 6 Clause 1/.1.5 above.
- 4.5. All resolutions must be placed on the Agenda with all relevant documents in order for it to be considered at a meeting;
- 4.6. Should a counter proposal have been received in time to be placed on the agenda and both proposals still stand, the first proposal will be dealt with and then the counter-proposal. After both proposals have been fully debated the Chair will allow voting on the first proposal and if there is a majority – as mentioned in Clause 5 “*Voting at Meetings*” – the second proposal shall not be voted upon. If however, the first proposal is not carried by a majority, the Chair will allow the counter-proposal to be voted upon. If a majority is received, that proposal is carried. In the case of the counter-proposal not receiving a majority either, the status quo remains.

5. Voting at Meetings

- 5.1. All decisions or resolution voted upon shall be won by a simple majority of those present and voting except in the case of changes to the Bylaws or where otherwise referred to in the Articles of Association;
- 5.2. Voting shall be by a show of hands except where otherwise required by the Articles or Bylaws;
- 5.3. Voting will follow all the procedures and guidelines as set out in Bylaw 3 “*Voting at General Meetings*”;
- 5.4. The Chair of the meeting will in the event of an equality of votes, have a casting vote.

6. Minutes

Minutes of meetings will be taken through electronic means in order to accurately transcribe the business of the meeting.

- 6.1. **Distribution** – The Minutes of the meeting shall be distributed by the Secretariat to the Executive not later than fourteen (14) days after the meeting;
- 6.2. **Approval** – The Minutes will be tabled at the next Executive Committee Meeting for approval by the members;
- 6.3. **Objections** – Objections to the contents of the Minutes so distributed must be made within seven (7) days of the date on which the Minutes were sent out. The Secretariat will inform the Board of any received objections and their corrections within twenty-eight (28) days of the meeting.

7. BYLAW 7 - THE BIDDING PROCESS – See Protocol already in place

8. THE ACCREDITATION OF OTHER ACTIVITIES – Protocols to be written