

WYSE Travel Confederation

Rules and Regulations

Proposed Revision March 2019

These draft Rules and Regulations are currently being checked by the lawyers and are therefore subject to change. The final version will be posted on line by 1 March 2019 as per Article 19.3 of the Articles of Association.

1. Membership Matters

a) Membership Matters

The Director General is authorised to act on behalf of the Management Board to review and take action on all matters relating to membership, including consideration of new membership applications and assignment to membership categories.

All voting members will be assigned to an Industry Advisory Panel (Full Member A, B, C or D) which represents their primary business activity and where relevant, will also be assigned to a second industry panel that represents secondary business activities. No member can be assigned to more than two industry panels. Where no industry sector is relevant then that member will be a Full Member G.

All other membership types may also be assigned to an Industry Advisory Panel but will not have any voting rights in matters of that sector.

See Article 4. Membership in the Articles of Association.

These assignments will be approved by the Management Board and ultimately subject to Management Board and/or annual general meeting ratification.

The Director General will present a report on membership matters during each meeting of the Management Board and the Annual General Meeting.

b) Provisional Members

The Director General may designate an organisation to be a “provisional member” in any membership category of the Confederation, if the organisation has (i) submitted a complete membership application, (ii) paid the membership application fee, and (iii) in the opinion of the Director General, meets the eligibility conditions and standards for membership.

A list of provisional members will be maintained on-line and presented to the Management Board for approval at each meeting.

The names of all new members must be presented to the Annual General Meeting for ratification.

c) Members with majority-owned subsidiaries or brands

The following rules apply for member organisations with majority-owned subsidiaries or brands:

A majority-owned subsidiary is a legal entity in which a member of the Confederation holds a controlling interest. A brand is where a member operates an additional organisation as a different brand.

Neither a subsidiary entity nor a brand is a member of the Confederation.

Full Members who own such entities may include up to five under the Full Membership for an additional fee.

Elite Members can have subsidiary organisations included as WYSE Travel Confederation members as part of the membership. See 1(e).

Subsidiaries and brands do not have voting rights unless they apply for membership and if approved, such organisations will pay membership fees and be entitled to according member benefits.

d) Associations and Sector Associations

The individual members of an Association or Sector Association, e.g. Hostelling International, which is itself a member of the Confederation, do not have membership rights in the Confederation, unless they apply and are accepted as a member in their own right.

e) Elite Membership

Any member can enhance their membership by becoming an Elite Member which will give additional discounts, benefits and exposure to the member as decided from time to time by the Management Board. An additional fee will be charged.

2. Cessation, Termination and Suspension of Membership

See Article 7 of the Articles of Association

a) Resignation

Members may resign their membership by written notice to the Management Board. Notice of resignation must be received by the Management Board at least three months prior to the membership anniversary date for the year in which the resignation is to take effect. Resignation can be submitted via the member portal, post or email.

b) Non-Payment of Dues

If a member has not paid the membership fee in full within one month of the start of a membership year, upon the recommendation of the Director General, its membership may be suspended or terminated by decision of the Management Board. This suspension or termination will take immediate effect and be subject to review and ratification at the Annual General Meeting. The Confederation reserves the right to inform other members of the suspension or termination. In the event of such suspension then the annual contribution shall nevertheless be payable.

c) Late payment of Dues

If a member pays their membership dues within one full month of the start of a membership year then the Late Payment Fee can be subtracted from the invoice. Where membership payment is over 30 days, the Late Payment Fee will be due. Members who are repeatedly late with the payment of membership fees may be suspended or terminated by decision of the

Management Board. This suspension or termination will take immediate effect and be subject to review and ratification at the Annual General Meeting. The Confederation reserves the right to inform other members of the suspension or termination. In the event of such suspension then the annual contribution shall nevertheless be payable.

d) Change of Ownership

If the controlling interest of a member changes, its membership may be suspended or terminated by the Director General. A decision to terminate the membership of an organisation because of a change in its controlling interest will take immediate effect and be subject to review and ratification by the Management Board.

e) Suspension of Membership for Breach of Regulations

The Director General may suspend an organisation's membership following a serious breach of the Confederation's Articles of Association, Code of Conduct, Rules and Regulations or for other acts which, in the opinion of the Director General, undermine the professional integrity of the Confederation. The suspension will have immediate effect. The Confederation reserves the right to inform other members of the suspension.

Upon serving notice of suspension to a member, the Director General will identify the contravention of the Confederation's regulations, and, if applicable, further specify (i) actions required of the member in order to lift the suspension, (ii) the date(s) by which such action(s) must be taken, and (iii) additional consequences for failure to comply with the specified remedies.

f) Loss of Membership Privileges

An organisation whose membership has been suspended or terminated is no longer entitled to any of the benefits of membership and will cease, with immediate effect all actions that hold itself out as a member, including use of the name and logo, participation in meetings and elections, privileged conference registration rates, access to trading or networking events, research reports and all other membership benefits.

g) Reinstatement

A member of the Confederation whose membership has been suspended or terminated may apply to the Management Board to have its membership reinstated, provided it still fulfils the membership criteria.

3. Conduct of Management Board Members

- a) Members of the Management Board undertake to serve the Management Board as non-executive directors, and the Confederation to the best of their abilities. To involve themselves in executing the responsibilities and functions of the Management Board according to the Articles of Association and to devote up to eight (8) hours a month to work for the Management Board and the Confederation other than officially called general meetings. Members of the Management Board will also attend a minimum of 75% of all duly called meetings. In the event of a Board Member not devoting sufficient time to the Management Board or the Confederation, his or her appointment can be suspended or removed by the Annual General Meeting, but only upon the recommendation of the remaining Management Board members.

- b) During a meeting of the Management Board, non-executive directors should declare in advance any possible conflict of interest with the business to be transacted and in those matters not participate in the decision-making process;
- c) Members of the Management Board are also subject to Article 10 of the Articles of Association and other Articles as appropriate.

4. Sub-Committees of the Management Board

- a) The Management Board in any of its distinct roles may appoint any permanent and/or ad hoc sub-committees, advisory panels and/or working groups as it will, from time to time, determine;
- b) The Management Board will charge each sub-committee with apposite terms of reference to assist it in the execution of its responsibilities and functions. Such terms of reference will, among other instructions, include targets, delegated executive powers if any, and reporting schedules and procedures;
- c) Sub committees can be made up from members of any level and non-members.
- d) Each sub-committee will have a Chairperson elected by the other members of the committee except for Industry Advisory Panels where the chairperson will be elected from and by the membership. In the case of the nominations committee, the Chairperson will be selected by the Management Board.
- e) Each Member of a sub-committee will have one vote within the committee. In case of a tie the chairperson will have an additional casting vote. Proxy voting is not permitted. All decisions are made by a simple majority of the votes of members present at the meeting.
- f) Each sub-committee appointed will conduct its business and procedures as applicable according to the Articles of Association, Codes of Conduct and these Rules and Regulations;

4.1 Appointment of a Nominations Committee

The Management Board will appoint a nominations committee to undertake the recruitment and selection of management board members and industry advisory panel members as and when vacancies arise. The nominations committee will produce a 'slate' of nominations, which is a group of candidates that run in a multi position election.

The nominations committee will recruit voting member candidates for these roles against pre-agreed requisites which will include:

- i. The set objectives for the Confederation or industry advisory panel
- ii. Diversity of gender and race where this achieves (i) above.
- iii. Defining the term length of each candidate to ensure a phased turnover of board or panel members. Term length can be determined by lottery but will never be longer than three (3) years. *See Article 11.2 of the Articles of Association.*
- iv. Any other requirements set by the board or panel in advance of the selection procedure commencing.

The Management Board or Industry Advisory Panel prerequisites for service will be approved by the Management Board and conveyed to the nominations committee prior to commencement of recruitment.

- a) **Nominations committee make up**
 - i. The nominations committee will be made up of one member of the Management Board who is not standing for election or re-election, the WYSE Travel Confederation Director

General and one other voting member selected by the Management Board; the Management Board Chair person shall not be eligible to serve on the nominations committee. In the event of all members of the Management Board standing for re-election, then a further voting member selected by the Management Board will be appointed. The core membership of this committee will be three.

- ii. The nominations committee Chairperson will be the Management Board representative or if there is no Management Board representation then the Chair will be selected from the two voting members, by the Management Board.

b) Nominations Committee make up for Industry Advisory Panel selection

- i. When considering candidates for each industry advisory panel, the nominations committee will be enhanced by the addition of two voting members assigned to that sector. One member will be a representative from the Industry Advisory Panel and the second member will be a voting member selected by the Industry Advisory Panel from that industry sector. In the event of all members of the Industry Advisory Panel seeking nomination for re-election then a further voting member selected by the Industry Advisory Panel will be appointed.
- ii. The advisory panel representatives to the nominations committee will be approved by the Management Board.
- iii. No person seeking nomination for election or re-election can serve on the nominations committee.

c) Nomination committee candidate selection

- i. The nominations committee will invite candidature by written announcement ("Call for Nominations") on the WYSE Travel Confederation website and otherwise distributed to members. The Call for Nominations shall describe the desired experience and attributes ("set criteria") of qualified candidates and the process for application and election. The nominations committee may also approach specific members directly in order to invite them to stand for consideration.
- ii. In order to be eligible, the member must work for a voting member organisation which has been a member of WYSE Travel Confederation for more than one year. The organisation must be of good standing with all dues fully paid. In all cases, the member organisation must have voting rights.
- iii. The nominations committee will interview all candidates against the set criteria, take references and seek extra opinions where necessary
- iv. Candidates will then be recommended for the slate in equal numbers to the places available.
- v. Slates of candidates will be produced for each industry advisory panel and the management board as required.
- vi. Where required, the nominations committee will identify potential Chairs for each panel and will make recommendation of appointment of a Chair. In all cases, there will be an election of the Chair by meeting of "members of a specific class" to create the binding nomination for the chair to join the Management Board. *See Article 26, Articles of Association.*

d) Candidate requirements

- i. The candidate will be a full or part time permanent employee or the owner of the voting member organisation.
- ii. The member organisation will be registered in the WYSE Travel Confederation database as being part of the industry sector for which the candidate is standing. For general Management Board positions, the organisation can be from any sector or a general member.
- iii. The candidate must complete an online application process where all details of the role and responsibilities will be set out by the nominations committee. Candidates must accept the responsibilities of the role for which they wish to be nominated along with the Articles of Association, Rules and Regulations and Code of Conduct. Information provided in the application will be used by the nominations committee to assess the candidate and may also be disclosed to members as part of the slate presentation process.
- iv. The candidate must be prepared to devote up to eight hours per month to the business of the role plus attend duly called meetings and conference calls as required.
- v. The candidate must be prepared to work in a non-conflicted manner, declaring all and any conflicts of interest should they arise, absenting themselves from that topic.
- vi. If appointed to the Management Board, the candidate must be prepared to be registered as a Director of the Confederation accepting the responsibilities that accompany that appointment.

e) Nomination process

- i. The Call for Nominations will be published with sufficient time allowed for the process to achieve statutory deadlines but no later than 12 weeks prior to the Annual General Meeting or General Meeting, notwithstanding the requirements of Article 11.1 of the Articles of Association that may take precedence.
- ii. The nomination committee will present to the Management Board for approval a slate of candidates for open seats on the Management Board and each industry advisory panel. The slate(s) must be presented to the Management Board for approval no later than five weeks prior to a General Meeting or Annual General Meeting.
- iii. The Management Board will by simple majority approve or not approve the candidates for nomination.
- iv. In the event of a candidate not being approved, the nominations committee will offer alternative candidate(s) until the slate is completed or it is deemed that there are no further appropriate candidates available.
- v. No later than four weeks before the General Meeting or Annual General Meeting, the slate of candidates, for all available positions, will be published and promoted on the WYSE Travel Confederation website in accordance with Section 6.3 and 6.4 of Election and voting procedures.
- vi. Any voting member, who complies with the criteria set out above may challenge the slate by advising the Management Board and by self-nominating as an additional candidate no less than seven (7) working days prior to the General Meeting or Annual General Meeting, stating their credentials to be considered. The sole purpose of the notification is to facilitate efficient administration of the election by allowing adequate time to prepare ballots.

- f) **Election process for industry advisory panels - unchallenged**
- i. At the place of the General Meeting or Annual General meeting, meetings of Members of a Specific Class (*see Article 26, Articles of Association*) will be called to consider the slate for each respective industry advisory panel.
 - ii. For each industry advisory panel, the Chair of the nominations committee will present the candidates on a slate to the assembly and invite each candidate to address the meeting for no more than three minutes.
 - iii. The Chair of the nominations committee will then invite the industry advisory panel voting members present to vote to accept the slate, with a simple majority required. Proxy votes are accepted.
 - iv. The candidates nominated for the position of chairperson will then stand for election by secret ballot, see the voting process set out per the procedure in Appendix.
- g) **Election process for industry advisory panels with a self-nominated candidate**
- i. In the event of a self-nominated candidate being included on the ballot, the Chair of the nominations committee will present the candidates on the slate, allowing each to address the meeting in turn for no more than three minutes. Then the self-nominated candidate(s) will be introduced and invited to address the meeting for a similar length of time.
 - ii. The Chair of the nominations committee will then call an election by secret ballot.
 - iii. All members present and part of the relevant industry advisory panel will then cast their votes for all candidates. Proxy votes are accepted.
 - iv. The voting process will be carried out as per the procedure in Sections 6 to 9 of the Rules and Regulations. The top vote-getters for available seats will be elected.
- h) **Election process for the Management Board - unchallenged**
- i. During the General Meeting or Annual General Meeting, the Chair of the nominations committee will present all the candidates on a slate to the assembly and invite each person to address the meeting for no more than three minutes.
 - ii. The Chair of the nominations committee will then invite the voting members present to accept the slate, with a simple majority required. Proxy votes are accepted.
- j) **Election process for the Management Board with a self-nominated candidate**
- i. In the event of a self-nominated candidate being included on the ballot, the Chair of the nominations committee will present the candidates on the slate, allowing each to address the meeting in turn for no more than three minutes. Then the self-nominated candidate(s) will be introduced and invited to address the meeting for a similar length of time.
 - ii. The Chair of the nominations committee will then call an election by secret ballot.
 - iii. All voting members present will then cast their votes for all candidates. Proxy votes are accepted.
 - iv. The voting process will be carried out in accordance with Article 24 of the Articles of Association and as per the procedure in Sections 6 to 9 of the Rules and Regulations.
- k) **Announcing the results for both Management Board and Panels**
- i. In the event of there being no self-nominated candidates, then the nominees on the slate will be confirmed as elected after the vote.

- ii. In the event of self-nominated candidates being present then the results will be announced in accordance with the voting process set out in Sections 6 to 9 of the Rules and Regulations.

4.2 Appointment of Events Advisory Sub-Committee

- a) The Events Advisory Sub-Committee shall be appointed by the Management Board when it feels that a need exists and will operate as a non-delegated advisory committee. It will offer guidance on the strategic development and implementation of an event and make recommendations regarding general management, political, financial and logistical needs for the Confederation's annual Conference to the Executive management team and Management Board to ensure a successful event is delivered.
- b) The Management Board will appoint an Event Advisory Sub-Committee Chairperson who will, in consultation with the Director General, be responsible for appointing up to six members who may or may not be members of the Management Board or the membership at large;
- c) Representatives on the Event Advisory Sub-committee will be selected on a skills basis. The members of the Advisory Committee will be individuals who:
 - Have the ability to represent and reflect the different needs of the WYSE Travel Confederation membership community and wider youth travel industry
 - Knowledge and understanding of the overarching strategic and financial objectives and aims of WYSE Travel Confederation.
 - Knowledge of economic, social and environmental opportunities and challenges that face the youth travel industry that will help shape an insightful and valuable educational programme as part of the event.
- d) Representatives who participate on the Events Advisory Sub-committee will be given formal notification from the WYSE Travel Confederation Chairperson in writing of their appointment.
- e) The term of office of the Advisory Sub-Committee will normally be for one year or at least until two months after the event; The Management Board will report to the membership at the Annual General Meeting and as it sees fit during the year on its activities and on the activities of the Event Advisory Sub-Committee.
- f) Representatives must be willing to abide by the terms of reference for the committee.
- g) Membership of the Events Sub Committee is on an honorary basis and only necessary expenses will be paid where agreed in advance with the Chairperson.
- h) Representatives that fail to attend three (3) consecutive meetings can be replaced at the discretion of the WYSE Travel Confederation Executive Management team.

4.3 Appointment of a Finance Sub-Committee

- a) The Management Board will, for the duration of its term of office, appoint a Finance Sub-Committee that will consist of three (3) persons. The Chair of the Management Board and a Member of the Management Board who takes the role of Chairperson of the Finance Sub Committee;
- b) The third place on the Finance Sub Committee will be held by an independent person with professional accountancy or auditing status and is appointed by the Management Board in an honorary capacity for a term of three (3) years.
- c) The responsibilities and functions of the Finance Sub-Committee will include:
 - I. Overseeing the day-to-day management of the Confederation and its subsidiary Companies in the interim period that a Management Board meeting is not in session and reporting to the Management Board at each of its meetings;

- II. Formulating the terms and conditions, duties and responsibilities for the employment of the Director General and obtaining direction and approval therefore from the Management Board;
- III. The screening of the organisation chart of the subsidiary Companies of the Confederation, of the recruitment, and of the proposed terms and conditions for the employment of the Senior Executive Officers thereto, of the staff remuneration packages;
- IV. Evaluating, on an annual basis, the performance of the Director General, setting any appropriate incentives linked to pre-determined targets;
- V. An annual review with the Director General regarding the performance of the Senior Executive Officers, of any appropriately proposed incentives linked to pre-determined targets for all members of staff,
- VI. Liaising with the Director General and finance team and overseeing the preparation of the budget figures that the Director General submits for the approval of the Management Board.
- VII. Advising on the recommendation of auditors
- VIII. Undertaking a periodic internal review of processes and procedures of the Confederation.

5. Formation and voting of Industry Advisory Panels (AP)

- a) The Management Board will, for the duration of its term of office, appoint Industry Advisory Panels. These Advisory Panels will be drawn from:
 - Members A to represent accommodation
 - Members B to represent cultural exchange
 - Members C to represent travel safety
 - Members D to represent language travel

See Article 4.2 of the Articles of Association
- b) Advisory Panels will generally consist of five (5) Full Members. Changes to the number of places on an advisory panel will be determined by the Management Board.
- c) The Advisory Panel for Work or Cultural Exchange/ Volunteering will have one place reserved for a member of the IAPA Sector Association provided that the IAPA Association remains as a Sector Association Member of WYSE Travel Confederation.
- d) The Advisory Panel for insurance and travel safety/ child protection will have one place reserved for a member of the IASIS Sector Association provided that the IASIS Association remains as a Sector Association Member of WYSE Travel Confederation.
- e) Advisory Panels can co-opt up to two (2) additional companies or persons to the panel from inside or outside of the membership if that person provides a perspective that is not otherwise available. The term of the co-opted party will be determined by the full members of the Advisory Panel but will never be longer than three (3) years.
- f) Additional Advisory Panels can be formed by the Management Board as a need is identified.
- g) Each Advisory Panel will be adapted according to the industry sector it represents serving as a reciprocal channel to the industry and providing WYSE with information and guidance on trends, issues and business development opportunities.

5.1 Panel members and Chairpersons

- a) Advisory Panel members will be selected by a nominations committee slate before a General Meeting or the Annual General Meeting at a "Meeting of Members of a Specific Class" and will be selected from voting members from within that class who have been a voting member for more than one year.

- b) Advisory Panel and Advisory Panel Chairperson positions are for three years from appointment or for the remainder of their current term, whichever is the shorter. A retired Industry Advisory Panel member can be reappointed for another term of a maximum of three (3) years. After a maximum of two (2) full three (3) year terms a retired Advisory Panel member can only be reappointed after standing down for two (2) years. An Advisory Panel member can be appointed a maximum of four (4) full three (3) year terms accumulatively.
- c) Members of the Advisory Panel undertake to serve the Advisory Panel and the Confederation to the best of their abilities, to involve themselves in executing the responsibilities and functions of the Advisory Panel according to the Articles of Association and to devote up to eight (8) hours a month to work for the Advisory Panel and the Confederation other than officially called general meetings.

Members of the Advisory Panel will also attend a minimum of 75% of all duly called meetings. In the event of a Panel Member not devoting sufficient time to the Advisory Panel or the Confederation, his or her appointment can be suspended or removed by the General Meeting, but only upon the recommendation of the Management Board.

5.3 The aims and objectives of the WYSE Travel Confederation Industry Advisory Panels

- a) Build upon the legacy and achievements accomplished to date by the Confederation and Sector Associations
- b) Strengthen members through the delivery of specialised sector development programmes and initiatives
- c) Deliver business development programmes surrounding trading, research and education
- d) Provide strategic advice on issues, opportunities and policies that are of significance to the sectors
- e) Provide sector-specific advocacy and representation support on behalf of its members as deemed appropriate and relevant
- f) Be part of delivering a holistic, valuable and cost-effective membership experience.

6. Election and voting procedures

Appointment of Full Members to the Management Board and Industry Advisory Panels is undertaken by a nomination slate from a nominations committee. Where the slate is contested, an election by secret ballot is required and will be operated under these rules.

6.1 Organisation of an Election

- a) The organisation and running of the election will be exclusively the responsibility of the Director General overseen by an Election Supervisory Committee which will consist of two (2) WYSE Travel Confederation members appointed purely for this purpose from attendees of the General Meeting or Annual General Meeting and who are not standing for a position.
- b) The Director General may delegate the organisation and running of the Election to a Senior Executive Officer.

6.2 Eligibility to stand for Election

- a) Only voting members will be eligible to stand for election.
- b) To be eligible to stand for election, a voting Member must have been a member of the WYSE Travel Confederation for a minimum period of one year and must have paid its membership fees and all dues in full to the Confederation on time. The candidate must be a full or part time permanent employee or the owner of the voting member organisation.

6.3 Publicity and Promotion of Information on the Slate Nominations or Election

- a) The Director General will ensure that from four (4) weeks prior to the opening of the General Meeting or the Annual General Meeting or the Meeting of a Specific Class, information on the role and workings of the Management Board or Advisory Panel, the Aims and Objectives of the Confederation, the Election, and the name of the approved candidates received to date is available on the Confederation website.
- b) The Director General will prominently display information at the site of the General Meeting or Annual General Meeting or the Meeting of a Specific Class, the names, pictures and details of each accepted candidate, and on other relevant information that helps promote the election.

6.4 Publicity and Promotion by Accepted Candidates

- a) Candidates will be responsible for providing any promotional information to attract votes in the Election.
- b) The Director General will provide equal display space prominently placed for use by each candidate and each candidate will have the right to display their promotional information on the display space provided for the purpose. Generally this space will be no bigger than A3.
- c) No candidate will be permitted to display or distribute any material that is defamatory, offensive, derogatory of, or comparative to any other candidate.
- d) No candidate will obstruct or deface the promotional information of other candidates or utilise vantage points for display other than the space provided.
- e) Should a defaulting candidate not immediately comply, the Director General will remove all offending material and may declare the candidate ineligible to contest the Election.

6.5 Eligibility to Vote

- a) Voting Members of the WYSE Travel Confederation are the only Members eligible to vote in the elections.

- b) To be eligible to vote a voting Member must have paid its membership fees and all dues to the Confederation in full.
- c) Each voting Member will have the right to vote for as many candidates as there are vacant seats.
- d) Each voting Member must be present physically at the General Meeting or Annual General Meeting or may appoint another voting Member that is attending to vote by proxy on its behalf.
- e) The Director General will make available for public display outside the venue of the WYSE Travel Confederation Annual General Meeting, the full list of members eligible to vote in person or specifying the identity of the member holding the proxy.
- f) An electronic system operating solely at the voting station(s) at the site of the annual Conference instead of ballot sheets and ballot boxes, will be admissible.

7. Voting by Proxy

- a) Any voting Member not present may appoint one other voting Member or the Chairperson of the Management Board to vote by proxy on its behalf by completing and signing the online Proxy Designation Form not less than seven days prior to the WYSE Travel Confederation General Meeting or Annual General Meeting. Proxy forms completed late will not be valid.
- b) No voting member appointed proxy for another voting member will hold more than one proxy vote save for the Chairperson of the Management Board who can hold more than one.
- c) The Director General will control the validity of each Proxy Designation Form received and post up the list of all eligible proxies and the name of the voting member on whose behalf the proxy is authorised to vote.

8. Voting Station

- a) The Director General will install one or more voting stations.
- b) The Director General will provide each voting station with a secure ballot box that has been sealed under his/her hand.

8.1 Ballot Sheets

- a) Ballot sheets will be prepared in printed form and distributed to eligible members before the commencement of the General Meeting, the Annual General Meeting or the Meeting of a Specific Class.
- b) The total number of ballot sheets printed will be recorded and will be reconciled after the closing of voting and before counting the votes.
- c) The ballot sheet will contain the instructions for voting at the top of the sheet indicating the maximum number of candidates a person is allowed to vote for, that any other sign or mark beyond the maximum permitted number will invalidate the vote, that a spoiled or invalidated ballot sheet may be returned to the voting station in exchange for a new ballot sheet.
- d) The ballot sheet will carry the list of candidates in alphabetic order of their family name followed by their first name and by the Full Member's name.
- e) The Director General will stamp each ballot sheet for authentication purposes.
- f) A person presenting themselves to vote will present their conference delegate identity badge, or other official ID document at the entrance to the meeting, sign the voting register by the name of their full member and be provided with the ballot sheet.

- g) A proxy presenting itself to vote will present his/her conference delegate identity badge or other official ID document, sign the voting register by the name of the voting member on whose behalf s/he will vote, and will be provided with the relevant ballot sheet.
- h) Votes will be exercised in secret, by placing the ballot sheet in the secure ballot box.

9. Counting of the Votes and Declaration of the Elected Members

- a) The Director General will open the ballot box(es) and reconcile the number of ballot papers with the number of signatures by the voting Member names on the voting register;
- b) The Director General will count the votes in the presence of the Election Supervisory Committee and in public with the assistance of the officials manning the voting station;
- c) The Director General will at the end of voting reconcile the unused and spoilt ballot sheets and the number of signatures by the voting Member names on the voting register with the recorded number of ballot sheets prepared in hard copy or in electronic form;
- d) Should any numbers not reconcile, the Director General will consult with the Election Supervisory Committee who will decide if such a situation is significant to the outcome of the election or not, and if deemed insignificant at this time s/he will proceed to count the votes obtained by each candidate;
- e) Should the Election Supervisory Committee deem the difference in numbers to be significant, it will decide what action to take to resolve the issue;
- f) The Director General will count the votes obtained by each candidate in each category, and the invalid votes, and will declare as elected the number of candidates that have obtained the highest number of votes as there are vacant seats to be filled in each category;
- g) The Director General will publish the results within one (1) hour of the end of the Annual General Meeting and retain the entire voting documentation until after the first meeting of the re-composed Management Board or until after the resolution of any claim or dispute. The Director General will table the results as the first business at the first meeting of the Management Board after the Election.
- h) The Director General will display the results of the Election until the end of the Conference including the voting turnout, other relevant information and the picture of each elected member.