



INTERNATIONAL LIFE SAVING FEDERATION

ASIA-PACIFIC REGION (ILSAP)

ILSAP BYE-LAWS

These ILSAP Bye-Laws have been created under the authority of the ILSAP Constitution.

CHAPTER 1. GENERAL PROVISIONS

1.1 EFFECT

The ILSAP Constitution and these ILSAP Bye-Laws govern ILSAP so long as they do not conflict with the ILS Constitution or ILS Bye-Laws. As far as they are applicable, terms in the ILSAP Constitution have the same meaning as in the ILSAP Bye-Laws. Words importing the singular include the plural and vice versa; words importing any gender include the other gender.

1.2 SEVERANCE

If any provision or phrase of the ILSAP Bye-Laws is determined to be invalid or unenforceable, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of the ILSAP Bye-Laws.

1.3 LANGUAGE

1.3.1 At ILSAP meetings, the language shall be English. Participants who speak another language may bring an interpreter by their own arrangement and at their own cost.

1.3.2 Where there are discrepancies of interpretation between languages, English shall be the reference language.

1.4 NOTICES

1.4.1 Notice may be given by ILSAP to any Member by sending the notice to the Member's last known registered postal address, facsimile number or electronic mail address.

1.4.2 Where a notice is sent by post, service of the notice shall be deemed to be delivered by properly addressing and posting the notice. Service of the notice is deemed to have been affected 14 days after posting.

1.4.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be delivered upon receipt of a confirmation report confirming the facsimile was sent to, or received at the facsimile number to which it was sent.

1.4.4 Where a notice is sent to an electronic address, service of the notice shall be deemed to be delivered unless a message is received back stating the electronic message could not be sent or was not delivered to the electronic address to which it was sent.

1.5 ILSAP LOGO AND INTELLECTUAL PROPERTY

Any ILSAP logo or intellectual property shall not be used by any organisation or individual without the prior written approval of the ILSAP Board of Directors.

CHAPTER 2. ILSAP MEMBERSHIP

Membership in ILSAP is governed by and obtained through membership in the ILS in accordance with the ILS Constitution and ILS Bye-Laws. ILSAP membership is also suspended, forfeited, terminated in accordance with the ILS and follows the ILS Constitution and ILS Bye-Laws.

CHAPTER 3. ILSAP GENERAL ASSEMBLY

3.1 ILSAP GENERAL ASSEMBLY – TYPES

3.1.1 There are two types of ILSAP General Assemblies:

- (a) The Elective General Assembly.
- (b) The Extraordinary General Assembly.

3.1.2 The General Assemblies take place at times specified in the ILSAP Constitution.

3.2 ILSAP GENERAL ASSEMBLY – TIMELINE REQUIREMENTS

3.2.1 The following specific timelines are established for a General Assembly:

- (a) Unless fixed by a previous ILSAP General Assembly, the Elective General Assembly shall be convened by the ILSAP Board of Directors prior to each Elective General Assembly of the ILS with written notice of not less than three months.
- (b) Upon decision of the ILSAP Board of Directors or the written notice of 20% of ILSAP Full Members, an Extraordinary General Assembly shall be convened within three months after the decision or request.
- (c) Minutes of each ILSAP General Assembly shall be issued to ILSAP members within two months after each General Assembly.

3.3 ILSAP GENERAL ASSEMBLY – attendance, QUORUM AND MAJORITY REQUIREMENTS

The quorum and majority requirements at General Assemblies are set out in the ILSAP Constitution.

3.4 ILSAP ELECTIVE GENERAL ASSEMBLY

3.4.1 Elective General Assembly – Composition

- (a) Voting Members
 - (i) Each Full Member may be represented at an Elective General Assembly by no more than three persons who are members of the Full Member. The first person has speaking and voting rights on behalf of the Full Member whilst the other persons have only speaking rights.
 - (ii) Each present Full Member has one (1) vote.

- (iii) The representative of the Full Member carrying the votes of that Member shall present an official document stating the person's rights to vote on behalf of that Full Member.
- (iv) Members of ILSAP Board of Directors do not have a vote unless they are representing a Full Member.
- (b) Non-Voting Members
Non-voting Members include Associate, Corresponding, and Affiliate Members, and Guests.

3.4.2 Elective General Assembly – Convening Notice

- (a) The Elective General Assembly shall meet on a date and at a venue to be determined by the previous Elective General Assembly or by the Board of Directors.
- (b) The calling of the Elective General Assembly is made by the notice of meeting that includes the date and the place of the General Assembly as well as the draft agenda and any other such information considered necessary.

3.4.3 Elective General Assembly – Agenda

If approved by 75% of the Full Members present at the Elective General Assembly, new and urgent matters and minor amendments to previously circulated items may be added to the agenda.

3.4.4 Elective General Assembly – Voting

- (a) Votes that are not by secret ballot shall be taken in the manner decided by the Elective General Assembly.
- (b) Any vote relating to a person(s) shall be by secret ballot, unless there is unanimous agreement to waive this requirement. The request for a secret ballot on any other issue by any voting representative of a Full Member shall be sufficient to require a secret ballot.
- (c) The voting Members shall designate three individuals without voting rights to officiate as "ballot tellers". Ballots which are blank (no vote) or do not address the issue being voted upon shall be counted the same as an abstention.
- (d) The ballot tellers alone are authorised to participate in the telling of the ballots. At the end of each count, the poll sheet is handed over to the ILSAP President or Chair (if the President is not present or conflicted) who indicates and declares the result of the vote.
- (e) Any tied ballot will be resubmitted to the relevant General Assembly for voting again. If the ballot remains tied after the second vote the ILSAP President or Chair (where applicable) may exercise a casting vote, in which case the President's vote shall be the deciding vote. If the President chooses not to vote, then the vote fails for lack of a majority.
- (f) Procedures used for voting and the outcome shall be recorded in the Minutes.
- (g) A vote once cast cannot be changed or withdrawn.

3.5 ILSAP EXTRAORDINARY GENERAL ASSEMBLY

3.5.1 Extraordinary General Assembly – Composition

Bye-Law 3.4.1 similarly applies in respect to the composition of an Extraordinary General Assembly.

3.5.2 Extraordinary General Assembly – Convening Notice & Agenda

The calling of an Extraordinary General Assembly is made by the notice of meeting that includes the date and the place of the General Assembly as well as the draft agenda and any other such information considered necessary and useful.

3.5.3 Extraordinary General Assembly – Voting

The voting procedures for an Elective General Assembly similarly applies in respect to voting at an Extraordinary General Assembly.

CHAPTER 4. ILSAP BOARD OF DIRECTORS

4.1 BOARD OF DIRECTRS – GENERAL PROVISIONS

4.1.1 The authority of the ILSAP Board of Directors is defined in the ILSAP Constitution.

4.1.2 A person nominated by a Full Member to be an officer or Director must be a member, officer, or official representative in the Full Member.

4.1.3 A Full Member nominating an officer or Director shall be deemed to have made a commitment to provide financial and such other support necessary to enable that officer or Director to attend Board of Directors meetings and General Assemblies, and to carry out all reasonable duties and responsibilities of their office. A Full Member may withdraw support for an officer or Director it has nominated at any time, at which point the officer or Director automatically resigns from the ILSAP Board of Directors. For this purpose a formal letter signed by the official representative of the Full Member must be addressed and sent to the ILSAP Secretary General.

4.1.4 Directors shall, when participating in a Board of Directors meeting or representing the ILSAP, act in the general good and interest of all Members of the ILS.

4.1.5 The costs of attendance of Directors are the obligation and responsibility of their nominating Member or the Director.

4.1.6 Directors shall declare a possible conflict of interest and any position they hold in a Member Organisation whether as office bearer, director or a paid appointee (whether employee or contractor).

4.2 ILSAP BOARD OF DIRECTORS – COMPOSITION

4.2.1 The ILSAP Board of Directors is composed of the ILSAP President, the ILSAP Secretary General and the ILSAP Directors.

4.2.2 Other than the ILSAP Secretary General, members of the ILSAP Board of Directors must belong to different Full Members.

4.3 ILSAP PRESIDENT AND SECRETARY GENERAL – Nominations

4.3.1 Nominations for President and Secretary General shall be called by the ILSAP Board of Directors from the ILSAP Full Members.

4.3.2 Each ILSAP Full Member may nominate only one (1) person for election to the positions of President and Secretary General.

4.3.3 To be valid, nominations should include:

- (a) A nominating form from the Full Member proposing the nomination and confirming the membership of the nominee to the Organisation.
- (b) A curriculum vitae of the nominee with emphasis upon their special skills or expertise.

4.3.4 Nominations must be received at least three (3) months before the start of the ILSAP Elective General Assembly.

4.3.5 The list of nominees and their nomination documents shall be sent by the ILSAP Secretary General to the Members of the ILSAP General Assembly at least two (2) months before the General Assembly by electronic means.

4.4 ILSAP BOARD OF DIRECTORS – ELECTIONS

4.4.1 The election of the President and Secretary General is done by the Elective or Extraordinary General Assembly. The President and Secretary General are elected by a simple majority (50%+ 1 votes) of the votes cast and the procedures set out in ANNEX A shall apply.

4.4.2 The ILSAP Directors are elected according to total votes received as provided in the procedures set out in ANNEX A.

4.5 ILSAP BOARD OF DIRECTORS – RENEWAL OF TERM

There is no limit on the number of terms an officer or Director may serve.

4.6 ILSAP BOARD OF DIRECTORS – REPLACEMENTS

4.6.1 If the ILSAP President cannot carry out the duty of President or resigns before the end of the term of office, the President will be replaced, until the next Elective General Assembly, by one of the Directors, as determined by the ILSAP Board of Directors. The ILSAP Secretary General shall assume the President's duties until the Board of Directors has made its determination.

4.6.2 If the ILSAP Secretary General cannot carry out the duty of Secretary General or resigns before the end of the term of office, the Secretary General will be replaced, until the next Elective General Assembly, by one of the ILSAP Directors, as determined by the ILSAP Board of Directors. The ILSAP President shall assume the ILSAP Secretary General's duties until the ILSAP Board of Directors has made its determination.

4.6.3 Vacancies of the Regional Directors may be filled by the ILSAP Board of Directors according to total votes received in the manner substantially as provided in the election procedures set out in ANNEX A save that it may be done by electronic means with the necessary changes being made.

4.6.4 A member of the ILSAP Board of Directors will automatically be considered to have resigned as a Director on:

- (a) Death.
- (b) Submission of a letter of resignation.
- (c) Notification by the Full Member who nominated the ILSAP Board member that the member is no longer supported by the Full Member.
- (d) Failing to attend Board of Directors meetings for two (2) consecutive meetings or four (4) separate meeting within the quadrennial. Upon receipt of a written, bona fide explanation for absences and demonstrated active participation in Board of

Directors deliberations, the Board of Directors may by 2/3 vote waive automatic resignation resulting from non-attendance at meetings of Board of Directors.

4.7 ILSAP BOARD OF DIRECTORS – VOTING RIGHTS

Each ILSAP Director has one (1) vote on any question. The ILSAP President (Chair) shall have a vote only in the case of a tie at voting by call.

4.8 ILSAP BOARD OF DIRECTORS MEETINGS – FREQUENCY – DATES – LOCATION

4.8.1 The Board of Directors shall meet at least once a calendar year on a date and at a location as determined by the Board of Directors.

4.8.2 Meetings of the Board of Directors shall be held around ILS Board of Directors Meetings.

4.8.3 An additional Board of Directors meeting will be convened upon the initiative of the President or upon the written request of at least 50% of the Directors.

4.9 ILSAP BOARD OF DIRECTORS – PRESENCE

4.9.1 The following may attend a Board of Directors meeting:

- (a) With speaking and voting rights: the President and the Directors.
- (b) Without voting rights subject to the consent of the Board of Directors:
 - (i) ILSAP members
 - (ii) Observers

4.9.2 The Chair or a majority of the Board of Directors may decide to discuss sensitive matters in a restricted meeting (in camera meeting). In camera meetings shall be restricted to ILSAP President, the ILSAP Directors, the ILSAP Secretary General and other persons who have been unanimously agreed by the Directors present at the meeting. Persons with a conflict of interest regarding the matter under consideration must declare their interest and should be excluded from the matter.

4.10 ILSAP BOARD OF DIRECTORS – DECISIONS

Questions arising at a Board of Directors meeting shall be decided by a simple majority of votes (50%+1), except where a higher voting requirement is specified in the Constitution or Bye Laws.

4.11 ILSAP BOARD OF DIRECTORS – VOTING PROCEDURES

4.11.1 Votes that are not by secret ballot shall be taken in the manner decided by the ILSAP Board of Directors.

4.11.2 Any vote relating to (a) person(s) shall be by secret ballot, unless there is unanimous agreement to waive this requirement.

4.11.3 A secret ballot may be requested on any decision by any individual entitled to vote on that decision. The request for a secret ballot by any individual shall be sufficient to require a secret ballot.

4.11.4 Procedures used for voting and the outcome shall be recorded in the Minutes.

4.11.5 A vote once cast cannot be changed or withdrawn.

4.12 ILSAP BOARD OF DIRECTORS – MINUTES

Minutes of ILSAP Board of Directors meetings shall be recorded by the ILSAP Secretary General or a person the Secretary General may designate and issued to all Members within two (2) months of the conclusion of the ILSAP Board of Directors meeting.

4.13 ILSAP BOARD OF DIRECTORS – DELEGATION OF POWERS

4.13.1 Within the framework of the authority provided in the Constitution and these Bye-Laws the Board of Directors may delegate management of its day-to-day affairs to the President, the Secretary General or one or several of the Directors or to agents.

4.13.2 No person may execute a contract on behalf of ILSAP without approval of the ILSAP Board of Directors. The ILSAP Board of Directors may authorise any member of the ILSAP Board of Directors to execute a contract on behalf of the ILSAP. Normally, contracts will be executed by both the ILSAP President and ILSAP Secretary General. If one of them or both have a possible conflict of interest or some other hindrance to fulfil this task, the ILSAP Board of Directors shall decide which Director(s) shall be empowered to act on behalf of the ILSAP.

CHAPTER 5. ILSAP COMMISSIONS AND COMMITTEES

The ILSAP Board of Directors may create, suspend or dissolve ILSAP Commissions and Committees and define their duties, obligations, timelines, responsibilities, composition, frequency of meetings, tasks and working procedures. ILSAP Commission and Committee Members shall be responsible for their own costs for attendance at meetings and other costs associated with their role.

CHAPTER 6. ILSAP FINANCES

6.1 FINANCES - RESOURCES OF ILSAP

ILSAP derive financial resources from sources such as:

6.1.1 Grants, gifts, donations or subsidies

6.1.2 Operations or activities approved by the ILSAP Board of Directors, such as sponsorship.

6.2 FINANCES - ACCOUNTING AND AUDITING PROCEDURES

6.2.1 The ILSAP Elective General Assembly or ILSAP Board of Directors may elect or appoint the Financial Auditors of ILSAP. The ILSAP Board of Directors shall monitor the activities of the auditors and if necessary or advisable, recommend replacement, or replace them.

6.2.2 Audited financial statements shall be prepared annually by 31 March of the year following the close of the Financial Year which is also the calendar year.

6.2.3 The audited financial statements shall be distributed to ILSAP members by 31 May of the year following the close of the Financial Year.

6.2.4 All financial statements and proposals with financial terms shall show amounts in Euro or such other currency as the ILSAP Board of Directors may approve.

CHAPTER 7. CONFLICTS OF INTEREST & ETHICAL BEHAVIOUR

The ILSAP Board of Directors shall follow the same code of conduct to address issues such as conflicts of interest and ethical behaviour, which ILS Directors are obligated to follow.

CHAPTER 8. BUSINESS BY ELECTRONIC MEANS

ILSAP may conduct business by electronic means.

ILSAP Bye-Laws approved by the ILSAP General Assembly on 2020.

ANNEX A

ILSAP ELECTIONS

1. The election of the ILSAP President, ILSAP Director(s) and ILSAP Secretary General will be done by direct election during an ILSAP Elective General Assembly.
2. The ILSAP President, and the ILSAP Secretary General are elected by a simple majority (50%+ 1 votes) of the votes cast. The ILSAP Directors are elected according to total votes received.

2.1 The following procedure shall apply:

Rules relating to the position(s) of:

- ILSAP President
- ILSAP Secretary General

Where only one (1) nominee

- If only one (1) nomination is received for the position to be filled, then the individual nominated shall be elected without the need for a vote unless two or more Full Members request that a vote be taken.

Where more than one nominee

- Ballot Papers listing all nominees in alphabetical order shall be distributed and each Full Member shall indicate by marking one (1) box indicating their preferred nominee.
- If a nominee receives a simple majority of the votes cast (50% +1), that person is elected.
- If no nominee receives a majority of the votes cast, then the nominee who receives the least number of votes is eliminated from the election and a second ballot conducted among the remaining nominees.
- The process continues until a nominee has received a majority of votes.
- If there is a tie between the nominees with the least number of votes, both nominees shall remain on the next ballot. If the tie recurs on the next ballot the nominee to be eliminated shall be determined by lot drawing.

Rules relating to the position(s) of:

- ILSAP Directors

Where only one (1) nominee

- If only one (1) nomination is received for the position(s) to be filled, then the individual nominated shall be elected without the need for a vote unless two or more Full Members request that a vote be taken.

Where more than one nominee

- Ballot Papers listing all nominees in alphabetical order shall be distributed and each Full Member shall indicate by marking the box indicating their preferred nominee(s).

- The Full Member may select up to the maximum number of nominees (based on the number of Directors allowed to represent the ILSAP on the ILS Board of Directors as prescribed by the ILS Constitution) by marking each box.
 - The results will be tallied, and ordered according to the total number of votes received by each nominee.
 - The nominee(s) who received the most number of votes shall be elected as the ILSAP Directors.
 - If there is a tie between the nominees, meaning that the number of ILSAP Director(s) prescribed by the ILS Constitution is exceeded, then those in the tied position will be resubmitted to a member vote. If the tie recurs on the next ballot the nominee to be eliminated shall be determined by lot drawing.
3. Elections for the ILSAP President shall be held first, followed by elections for the ILSAP Director(s) and finally by elections for the ILSAP Secretary General.
- 3.1 Results of ballots shall be reported as follows:
- Number of eligible votes
 - Number of votes required for majority (50%+1 of (Yes + No))
 - Number of votes cast (YES/NO/ABSTENTION)
 - Number of “void” ballots
 - Number of votes received by each nominee, in alphabetical order
- 3.2 The elected ILSAP President, ILSAP Director(s) and ILSAP Secretary General will take their function and place at the expiry of the term of the existing ILSAP office holders.