



INTERNATIONAL LIFE SAVING Federation of Europe

Im Niedernfeld 1-3, 31542 Bad Nenndorf – Germany
Tel.: +49 57 23955 500, Fax: +49 57 23955 509
E-mail: president@ilseurope.org, website: www.ilseurope.org

BYE-LAWS

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1. GENERAL ASSEMBLY

1.1. Calling of a General Assembly

The estimated date and venue of a General Assembly shall be fixed in accordance with Article 5.4 of the ILSE Constitution.

1.2. Agenda

Matters relating to the agenda of a General Assembly are set out in Articles 5.4, 5.7 and 5.8 of the ILSE Constitution.

2. BOARD OF DIRECTORS

2.1. General Provisions

- A. The settling of the costs of attendance (transport and accommodation) of the Board of Directors Members are the obligation and responsibility of their nominating association.
- B. Other than the President and the Secretary General Members of the Board of Directors must belong to different Full Member Associations.

2.2. Elections

A. Elections of the President and Secretary General

Elections of the ILSE President and the Secretary General shall be by secret and exhaustive ballot until one candidate receives more than fifty percent (50%) of the votes cast. Elections for the position of President shall be conducted first, followed by elections for the position of Secretary General.

B. Elections of the other Directors

Before the election the General Assembly shall decide about the number of other Directors. The election shall be by secret ballot.

2.3. Procedure of Nominations

- A: Nominations for President, Secretary General, Vice-President and other Directors shall be called by the Secretary General from the Full Members who desire to nominate persons to these offices.
- B. Each Full Member may nominate only one (1) person from its own membership to each office.
- C. Nominations should include a brief record of the nominees with emphasis upon the special skills or expertise for the Board of Directors.
- D. Nominations should be received at least four (4) months before the scheduled date of the commencement of the General Assembly.

2.4. Procedure of calling a Meeting

- A. Meetings of the Board of Directors should be held in various locations within Europe. All efforts should be made by the Board of Directors and/or organising Association to defray and offset the costs of such meetings by sponsorship.
- B. Unless under exceptional circumstances, notice of the date, venue and timetable of a meeting of the Board of Directors shall be given to the Directors at least two (2) months (one (1) month in the case of an electronic meeting) prior to the meeting, together with details of agenda items as known at that time.
- C. ILSE may conduct business remotely by means of post or any available electronic means. This applies to General Assembly Board of Directors and Commission business and Bye-Law 6.5 shall apply to each with any necessary modifications.
- D. An additional Board of Directors meeting will be convened upon the initiative of the ILSE President or upon the written request of at least 50% of the ILSE Directors.

2.5 Replacement

A. President

If the President is prevented from discharging his or her duties or if he/she resigns during the period between two General Assemblies, he/she will be replaced by one of the Vice-Presidents, as decided by the Board. If he is temporarily unavailable to sign any legal or other document Article 6.2.c. of the ILSE Constitution shall apply.

B. Secretary General

If the Secretary General is prevented from discharging his or her duties or if he or she resigns during the period between two General Assemblies he or she shall be replaced by one of the other Directors, as decided by the Board.

C. Vice Presidents

If a Vice President is prevented from discharging his or her duties or if he or she resigns during the period between two General Assemblies he or she shall be replaced by one of the other Directors, as decided by the Board.

D. Other Directors

- D.1 If a Director is prevented from discharging his or her duties or if he or she resigns during the period between two General Assemblies or is no longer supported by his or her Association he or she may be replaced by his or her Full Member on the same basis regarding funding as the original nomination. Such replacement shall assume all the roles and responsibilities of a Director of ILSE. Only one such replacement is permitted in a period between General Assemblies. A formal letter signed by the Chair or CEO / Secretary General of the nominating Association that a person is no longer to be regarded as a

Director and nominating a replacement shall be conclusive evidence of that resignation/nomination when received by the Secretary General of ILSE.

If there is no such replacement the size of the Board will be reduced accordingly.

- D.2 If a Director is unable to attend a Meeting of the Board of Directors then his or her Member Federation may appoint a person to carry the vote of that Director and the person carrying the vote shall present an official document from that Member Federation stating that person's right to vote on behalf of that Member Federation.

E. Resignation of a Director

An ILSE Director will automatically be considered to have resigned as an ILSE Director on:

- a. Death.
- b. Submission of a letter of resignation.
- c. Notification by the Full Member who nominated the ILSE Director that the ILSE Director 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 meetings 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 a 2/3 vote waive automatic resignation resulting from non-attendance at meetings of Board of Directors.

2.6 Duties of the Officers

- A. The President is the nominal head of ILSE and shall chair General Assemblies and Board of Director meetings. In the absence of the President from a meeting, the Board of Directors shall appoint a person to chair that meeting.
- B. The Secretary General shall assist the Board of Directors and the President in all matters. He or she shall oversee the general affairs of ILSE, i.e. matters approved by the Board of Directors, reporting to the President. He or she may be assigned to represent ILSE in some cases. The Secretary General shall be in charge of all matters concerning notice, for agenda, for conduct of and voting at General Assemblies or Extraordinary Assemblies.
- C. At each Board of Directors meeting and at other times electronically the Chancellery shall meet to review sensitive and confidential items, to determine the awarding of Honours and to act as Disciplinary Committee for ILSE. Only members of the Chancellery shall attend its meetings. The President can allow non-voting participants to the meeting. The Chancellery reports to the Board of Directors.

The Chancellery regularly monitors progress on goals and decisions of the Board of Directors and takes actions required to achieve them if necessary and urgent.

2.7 Duties of Directors

- A. ILSE Directors shall, when participating in a Board of Directors meeting or representing ILSE, act in the general good and interest of all Members of ILSE.
- B. ILSE 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). No individual making decisions on behalf of ILSE shall take or advocate any action being taken which could result in significant benefits to that individual or to an organisation in which the individual holds membership without full disclosure prior to the action being taken in accordance with policies established by the Board of Directors.
- C. ILSE Directors shall perform any and all duties imposed on them collectively or individually by law, by the ILSE Constitution or by these Bye-Laws.
- D. It is a requirement that ILSE Directors dedicate adequate time to ILSE matters even outside Board of Directors meetings

2.8 Board of Directors – Renewal of Term

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

2.9 Minutes

Minutes of meetings of the Board of Directors shall be issued to the Members of the Board of Directors within two (2) months of the conclusion of the meeting.

2.10 In Camera Meetings

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 ILSE Directors, Officers, staff members and other individuals who have been unanimously agreed by the ILSE 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.

3. THE EUROPEAN DIRECTORS OF THE BOARD OF ILS

3.1. Elections

Elections of the European Directors of the ILS Board of Directors if contested shall be by secret ballot.

3.2. Procedure of Nominations

- A. Nominations for European Directors of the ILS Board shall be called by the Secretary General of ILSE from the Full Members who desire to nominate persons to this office.

- B. Each Full Member may nominate only one (1) person from its own membership to this office.
- C. Nominations should include a brief record of the nominee with emphasis upon the special skills or expertise for the ILS Board of Directors.
- D. Nominations should be received at least four months before the scheduled date of the commencement of the ILSE General Assembly.
- E. The settling of the costs of attendance (transport and accommodation) of the European Directors of the ILS Board are the obligation and responsibility of their nominating association.

3.3 Replacement, Addition, Removal

If a European Director of the ILS Board ceases for whatever reason to be such a Director or ILSE's entitlement to seats on the ILS Board is increased ILSE may substitute or add the next most highly supported nominee at the elections held at the previous General Assembly of ILSE. Such substitution may occur more than once between ILS General Assemblies. The provisions of 3.2.E above will apply to the substituted Director.

In the event that ILSE's entitlement to seats on the ILS Board is reduced the least supported nominee at the elections held at the previous General Assembly of ILSE shall be withdrawn.

4. ILSE COMMISSIONS

4.1. Term of Office

- A. The term of office of the Commissions shall be normally four (4) years, that is the period between one General Assembly and the next. If a Commission Member is absent for two consecutive meetings he or she shall automatically be considered to have resigned from membership of that Commission. The Board of Directors has power to waive this in a genuine case. The Board of Directors shall be responsible for appointing a replacement for members of Commissions who have vacated or been removed from their position.
- B. If a Commission Chair is in the reasonable opinion of the ILSE President not sufficiently contributing to the Commission, the ILSE President may propose to the Board of Directors the replacement of the Commission Chair.
- C. If a Commission Member is in the reasonable opinion of the Commission Chair not contributing to the Commission, the Commission Chair may remove the Member.
- D. Where a Commission member is relieved from his or her function as a member of a Commission they and their organisation where appropriate shall be notified in writing by the ILSE Secretary General.

4.2. Nominations and Appointments

- A. Nominations shall be called by the Secretary General from all members for persons desiring of Commission membership and whether they seek the position of Chair, Vice-Chair, Secretary or Member. Each member of ILSE may nominate one person from its own membership per Commission.

- B. Nominations should include a brief record of the nominee's background with emphasis upon the special skills or expertise for the Commission nominated.
- C. Nominations shall be received at least two (2) months before the scheduled date of the commencement of the General Assembly. Notwithstanding the above, the Board of Directors may consider nominations for Commission membership which are received up to the time of determining Commission membership.
- D. Upon receipt of nominations, the Secretary General shall circulate details of all nominees to the Board of Directors.
- E. As soon as possible after election at the General Assembly, the Board of Directors shall confer and determine the chairs and composition of Commissions. In making this determination, the Board of Directors shall give consideration to the following:
 - Expertise and knowledge, and
 - No individual shall sit on more than one Commission.
 - The need for diversity and gender balance in the Commission.
- F. Vacancies in Commissions due to resignations shall be filled by the Board of Directors at any time, having in mind any and all of the circumstances of the original nominating Member and special expertise of the Commission Member being replaced.
- G. The Commission shall have power to co-opt non-voting members for their expert contribution. In such co-option the Commission will have regard to the need for diversity and gender balance in the Commission.

4.3. Procedure and Frequency of Meetings

Meetings of Commissions may be by any available electronic means or by face-to-face meetings to be held in various locations within Europe. Special consideration should be given to holding face to face meetings of Commissions in conjunction with ILSE activities of a similar nature.

4.4. Obligations and Responsibilities

The cost of attendance at Commission meetings by Commission Members or co-optees shall be the responsibility and obligation of their Member Association.

4.5. Minutes of Meetings

After being signed by the Chair of the Commission, the minutes of the meetings must be circulated to Commission Members and the Board of Directors within two months of conclusion of that meeting. Actions/recommendations requiring the approval of the Board of Directors shall be presented to the Board of Directors in a written motion(s).

5. WORKING GROUPS

- A. ILSE may set up Working Groups from time to time.
- B. Working Groups may be set up by the Board of Directors or by a Commission Chair.
- C. Where Working Groups include other than Board of Directors or Commission Members the composition must first be approved by the Board of Directors.
- D. Membership of a Working Group must be supported by the individual's organisation who must assume responsibility for any costs of attendance or involvement.
- E. Before a Working Group is established there must be formal Terms of Reference detailing the purpose, composition, reporting procedures, identification of any risks involved and duration of the Working Group.
- F. In setting up Working Groups regard should be had to expertise and knowledge of potential members and need for diversity and gender balance in the Working Group.

6. ADVISORS

- A. The Board of Directors may establish Advisor posts to ensure ILSE has specialist advice.
- B. Nominations for such posts shall be called by the Secretary General from all Members for persons desiring to act as an Advisor.
- C. Nominations should include a brief record of the nominee's background with emphasis upon the special skills or expertise for the post nominated.
- D. Nominations shall be received at least two (2) months before the scheduled date of the commencement of the General Assembly. Notwithstanding the above the Board of Directors may consider nominations for an Advisor which are received up to the time of determining appointment.
- E. Upon receipt of nominations, the Secretary General shall circulate details of all nominees to the Board of Directors.
- F. If an Advisor post is vacant it shall be filled by the Board of Directors at any time having regard to the special expertise of the Advisor being replaced.
- G. Advisors have the right to attend Board Meetings and speak on areas relevant to their role but have no vote.
- H. An Advisor may not at the same time be a Director of ILSE unless the Board approves this.
- I. The cost of attendance at Board meetings by Advisors shall be the responsibility and obligation of their Member Association unless they are appointed by the Board.
- J. Each Advisor reports primarily to the Board of Directors.

7. OBSERVERS

The Chair of the Board or Commission or Working Group may allow individuals to attend meetings and at the discretion of the Chair participate in deliberations but shall have no vote.

8. ELECTRONIC PRESENCE

Representatives of Full Member Organisations, Members of the Board of Directors, Commissions and Committees, who are not able to physically travel to a face to face ILSE Meeting, may attend and participate at the meeting via electronic means, such as via conferencing telephone or internet. ILSE shall provide electronic access for any such meeting but the participant is responsible to ensure they have an effective online internet connection to facilitate their attendance. The persons should be registered as being present. They must be able to speak and participate and also be able to vote where appropriate.

9. FINANCE

In this section “**Risk Assessment Agreement**” means an agreement entered into between ILSE and a Member Federation for the delivery of the ILSE Risk Assessment Concept.

9.1 Accounting and Auditing Procedures

- A. The General Assembly shall appoint the auditors of ILSE for a normally four (4) years, that is the period between one General Assembly and the next. The Board of Directors shall monitor the activities of the auditors and if necessary or advisable, recommend replacement.
The Auditors may not be a member of staff of ILSE nor a member of the Board of Directors.
Nominations should include a brief record of the nominee’s background with emphasis upon the special skills or expertise for the post of Auditor. Nominations shall be received at least two (2) months before the scheduled date of the commencement of the General Assembly. Notwithstanding the above, the General Assembly may consider nominations for an Auditor which are received up to the time of determining appointment.
- B. Audited financial statements shall be prepared annually by the 31st March of the year following the close of the financial year.
- C. The audited financial statements shall be posted by the Secretary General to the Board of Directors by 31st of May of the year following the close of the financial year.
- D. Following its adoption by the Board of Directors, the audited financial statement shall be distributed to all Members, not later than 31st August of the year following the close of the financial year.
- E. Acceptance of sponsorship, gifts, donations and subsidies shall be subject to ratification by the Board of Directors.
- F. Any payment owing to ILSE (whether arising under Article 5.5 I of the Constitution or under the Risk Assessment Agreement or otherwise however

arising) must be paid within 30 days of the obligation to make the payment arising regardless of whether it has been formally demanded or not .

- G. If a member fails to pay a payment owing to ILSE within 30 days then that member shall lose the right to participate and vote at ILSE meetings and shall not be eligible to organise or participate in ILSE competitions and events until the payment is made.

10. VOTING

10.1 General Provisions

- 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 be sufficient to require a secret ballot.
- B. “Blank” ballots and “null & void” ballots are not taken into consideration for the balance of the required majority. The voting members of the relevant meeting shall designate by resolution, individuals without voting rights to officiate as “ballot tellers”. These persons 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 chair of the meeting who indicates and announces the result of the vote.
- C. Procedures for voting and recording votes at meetings of the Board of Directors and Commissions shall be determined at and recorded in the minutes of its first meeting following election/appointment.
- D. In the case of a tie at voting by secret ballot for election the result of the voting shall be decided by lot.

10.2. Voting – General Assemblies

- A. Full Members have the right to vote and shall nominate in writing prior to the General Assembly their representative who will exercise their single vote. The President and Secretary General may not represent a Full Member at a General Assembly.
- B. The President shall have a vote only in the case of a tie at voting by call, in which case his or her vote shall be the deciding vote.
- C. The Vice Presidents and the other Directors do not have a vote unless they are representing a Full Member.

10.3 Voting – Board of Director’s Meeting

All Members of the Board including the President have one (1) vote at meetings of the Board of Directors. In the case of a tie, the Chair shall have a second deciding vote, except at voting by secret ballot for election, in which case the result of the voting shall be decided by lot.

10.4 Voting – Commission Meetings

All Commission Members including the Chair but excluding co-optees have one (1) vote at Commission Meetings. In the case of a tie, the Chair shall have a second deciding vote.

10.5 Voting – Remote Ballot

The ILSE may conduct business by postal or electronic means (remote ballots).

Remote ballots – General Principles

- 1) A decision can be made by way of a remote ballot procedure.
- 2) The remote ballot procedure must allow for the verification of the participant's identity and provide a record of each vote cast and allow for the casting of secret ballots in appropriate cases.
- 3) A decision made by remote ballot shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.
- 4) Remote ballots shall be collected by the ILSE Secretary General.

Remote ballot for Board of Director Matters

- 1) Ballots for Board of Directors matters are allowed subject to the endorsement by the ILSE President.
- 2) Remote ballots for Board of Directors matters shall be circulated by the ILSE Secretary General. The form of the question to be considered shall be determined by the party making the proposal, in consultation with the ILSE President and ILSE Secretary General.
- 3) Only Directors from Full Members in good standing prior to the conclusion of the voting period may vote.

Remote ballot for Commission Matters

- 1) Ballots are allowed for matters relating to Commission meetings if approved by the Chairman of that Commission.
- 2) Electronic ballots for Commission matters shall be circulated by the Secretary of the Commission.

General Provisions for Remote ballots

- A. Ballot papers must include the following:
 1. the calling and closing dates for the ballot which shall be 30 days for all matters.
 2. The percentage of eligible votes required for the vote to be carried.
 3. The ability to request that the names and/or Federations voting shall not be disclosed by those counting the votes or in the published results (secret ballot).
 4. an explanation of the qualifications required to cast a vote (good standing of the relevant Member).
- B. In urgent cases, ILSE may proceed with implementation of the decision once the requested quorum and majority of votes has been achieved and verified. The result of the vote will not be formally concluded until the calling and closing period has expired.
- C. The result of remote ballots shall be verified by at least two disinterested persons selected by mutual agreement of the ILSE President and the ILSE Secretary General.
- D. The results of remote ballots shall be reported within 10 days after the end of the voting period to all members of the relevant body and recorded in the minutes of the relevant body. If any person eligible to vote has requested a secret ballot the minutes shall only reflect the number of ballots cast, the Yes, No and Abstentions together with the required number of Yes votes for the motion to be carried. Where a secret ballot was not requested, the vote shall be treated as a recorded vote, indicating how each vote was cast and by whom.

- E. Remote ballots will be considered cast once the vote is received by the ILSE Secretariat. A vote cast cannot be changed once cast.

11. DIVERSITY

ILSE encourages its Member Federations when making nominations to consider a diversity of people from throughout Europe including each gender, different cultures and ethnicities, and those who are non-native English speakers. The Board of Directors and Chairs of Commissions and Working Groups will have regard to this principle when making appointments and may actively recruit individuals in order to achieve this goal. All Commissions and Working Groups will be required to include a minimum of one person of each gender and preferably achieve gender balance.

12. SEVERANCE

If any provision or phrase of these Bye-Laws is determined to be invalid or unenforceable under any law or government regulation ILSE is obliged to follow, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of the Bye-Laws or affect the validity or enforceability of any provision in any other jurisdiction.

13. AMENDMENTS OF THE CONSTITUTION AND BYE-LAWS

Proposals to add to, amend, delete or otherwise alter the Constitution and/or Bye-Laws in any way, must be submitted in writing by a Full Member or by the ILSE Board of Directors at least four (4) months before the start of the General Assembly. The Secretary General shall circulate the proposal in full text at least two (2) months before the start of the General Assembly.