

## Bylaws of the International Blind Sports Federation

### 1. Purposes

1.1 The purposes of these bylaws are to augment the provisions of the International Blind Sports Federation's Constitution and to set out procedures to promote the efficient functioning of the Federation.

### 2. Definitions

"Board" means the Executive Board of the Federation;

"Bylaws" mean the Bylaws of the Federation;

"Constitution" means the Constitution of the Federation;

"Director" means a person appointed or elected to serve as a member of the Board as defined in the Constitution. The term Director also includes an officer the Federation;

"Federation" means the International Blind Sports Federation;

"General Assembly" means a meeting of the Federation's members held every two years commencing in 2017, or when a meeting of the members is called by the Board or the membership in accordance with IBSA's Constitution; Where possible, a general assembly must be held at the same time as the IBSA World Games are scheduled.

"IBSA" means the International Blind Sports Federation;

"Member" means a member of the Federation under these Bylaws;

"Majority" means more than half (1/2) of the total number of votes cast;

"Officer" means any one of the President, Vice-President, Secretary General, Treasurer, Sports Director or Medical Director of the Federation;

### 3. Membership

#### *General Provisions*

3.1 The Board shall develop policies, application forms and other procedures to establish and govern the application process for new members to become members of IBSA.



3.2 The Board has the authority to provisionally approve an applicant as a member of IBSA. If approved, an applicant may exercise all membership rights until the next General Assembly, at which time the Applicant's status will be determined by the General Assembly.

#### *Code of Conduct for Members of the Federation*

3.3 The Board will establish and may modify from time to time a Code of Conduct for Members of the Federation.

### **4. Officers and Directors of the Federation**

4.1 Any candidate who is seeking a position must be nominated by an IBSA member in good standing with the Federation.

4.2 Candidates seeking the positions of President or Vice-President must be blind or partially sighted.

4.3 Candidates seeking a position as a Continental Representative must be nominated by an IBSA member from the same continent where they reside.

### **5. Executive Board**

5.1 Each Director of the Federation shall be required to act with honesty, prudence and due diligence, and in the best interests of the Federation as a whole, in preference to any other interests that he or she may have. The Board may establish and/or modify guidelines for Director Roles and Responsibilities.

#### *Code of Ethics and Conflict of Interest Guidelines for Directors*

5.2 The Board will establish and modify from time to time a Director's Code of Ethics, Conflict of Interest Guidelines, and other policies to govern the participation of the Directors in its decision-making. Nominees and prospective nominees to the Board shall be required to affirm that they will comply with such documents and policies if elected or appointed to the Board.

#### *Job Descriptions*

5.3 The Board shall develop and approve job descriptions for each position on the Board. These job descriptions shall be distributed to all members of the Federation each time a General Assembly is called and positions on the Board are up for election.

#### *Meetings of the Executive Board*

5.4 There shall be at least two (2) Regular Meetings of the Board in each fiscal year. The schedule of the Regular Meetings of the Board shall be as approved by the Board, and - once established - such schedule may be changed by the Board, provided that all the Directors have been notified of such schedule changes.

#### *Special Board Meetings*

5.5 Special Meetings of the Board may be called by the President of the Federation, and shall be called by other board members if a written request for such a meeting, signed by at least three (3) Directors, is received at the Federation's office.

#### *Teleconferences, Electronic Board Meetings*

5.6 The Board may hold any of its regular or special meetings telephonically, electronically or by other communication facility that it deems accessible to Directors and which will allow the business of the meeting to be properly conducted and for Directors to communicate adequately with each other. All Directors participating in such meetings are deemed to be present at the meeting and are entitled to vote by means of any telephonic, electronic or other communication facility the Federation makes available for that purpose.

#### *Proxies at Board Meetings*

5.7 Board members may not vote by proxy at board meetings.

#### *Guests*

5.8 The President may invite any persons s/he deems appropriate to attend board meetings, and these shall have the right to speak but shall have no voting powers.

#### *Votes to Govern at Board Meetings and Written Resolutions*

5.9 At all Board meetings, every question shall be decided by a majority of the votes cast on the question, unless otherwise specified in these bylaws. In case of a tie vote, the question is lost.

5.10 A resolution in writing, signed by all Directors holding office as voting in favour of such resolution, shall be as valid and effective as if regularly passed at a meeting of the Board, and

shall be placed with the minutes of the Board. An electronic transmission from a Director such as an e-mail message indicating consent to a written resolution constitutes a valid signing of that resolution for the purposes of this bylaw.

5.11 Votes will be determined on electronic resolutions one week after the resolution has been sent to members of the board for approval. If a board member fails to vote on a resolution within the time provided in this section, the member will be deemed to have abstained.

#### *Board Meeting Agendas*

5.12 The Board may develop policies on how the agendas for its meetings shall be prepared, including procedures for adding last-minute items to such agendas.

#### *Board Quorum*

5.13 A quorum during Board meetings shall be a majority of the Directors holding office.

#### *Recording Abstentions and Negative Votes*

5.14 Upon the request of a Director who abstains from a vote or votes against a resolution at a Board meeting, the vote of such a Director shall be recorded in the minutes, provided that such request is made at the same meeting during which the vote was taken.

#### *Notices of Board Meetings*

5.15 A notice of at least twenty-one (21) days of a Board meeting shall be given to all Directors. In the case of Regular Meetings, such notice shall be deemed to have been given upon the approval of the schedule of Regular Meetings the Board has approved.

5.16 The notice of a Board meeting may be waived or reduced with the consent of all the Directors holding office. A Director who is present when the presence of a quorum at a Board Meeting is established shall be deemed to have consented to waive the notice requirement.

5.17 A Director may send to the Federation office a written waiver of notice, due to absence or due to any other reason, and such Director may, at any time, withdraw such waiver. Until such waiver is withdrawn, no notice of meetings of the Board shall be required to be sent to such Director, nor shall the consent of such Director be required to waive or reduce the notice of a Board meeting.

### *Delegation of Powers*

5.18 Without prejudice to the general or special powers that the Board may grant, this body may delegate the exercise of any of its responsibilities to the President or the Management Committee.

## **6. Management Committee**

6.1 The Management Committee shall consist of the President, Vice-President, Secretary General, Treasurer, Sports Director and Medical Director.

6.2 The provisions of bylaw 5 shall apply with the necessary modifications to the operations of the Management Committee with the exception that the Management Committee must meet at least four times per year.

## **7. Committees**

### *Mandatory Committees*

7.1 IBSA shall have the following mandatory committees:

- a. Sports Committee;
- b. Medical Committee;
- c. Regional Committees for each IBSA region;
- d. Legal and Ethics Committee; and
- e. Finance Committee.

7.2 The Sports Committee shall have a subcommittee for each sport recognized by IBSA.

7.3 The Medical Committee shall have a Classification Subcommittee and an Anti-Doping Subcommittee.

7.4 The Board shall approve the terms of reference and any subsequent amendments to them for each of the mandatory committees and any other committees it forms. The Terms of Reference shall include:

- The roles, powers and responsibilities of the Committee;
- Methods of committee member selection;
- Eligibility to serve on the committee;
- Structure of the Committee's operations including the creation of any subcommittees;
- How disputes within the committee will be resolved;
- Funding of the committee's operations; and
- Such other matters as the Board deems appropriate in the circumstances.

7.5 If subcommittees are created under any of IBSA's mandatory Committees, this section applies to the subcommittee or subcommittees' operations with appropriate modifications as required.

7.6 The Board shall approve all appointments made to any IBSA Committees and subcommittees. However, no appointment will be made to any subcommittee without the approval of the Chair of that Subcommittee.

#### *Responsibilities of Committee and Subcommittee Chairs*

7.7 The chair of the Committee or Subcommittee is responsible for calling meetings of the Committee or Subcommittee, for presiding over its meetings and for leading the discussion, resolving all procedural matters that may arise thereat.

7.8 The Committee or Subcommittee Chair is also the official representative of the committee or subcommittee and ensures that all decisions adopted are executed.

#### *Term of Office*

7.9 The term of office of all committee and subcommittee members including their chairs shall commence at the moment of their election and shall terminate when the Executive Board is renewed at the Ordinary meeting of the General Assembly.

7.10 An Committee or subcommittee member's term may be terminated prematurely for the following reasons:

- a. Death;
- b. Voluntary resignation which has been accepted by the Chair of the Committee or Subcommittee;
- c. Decision adopted by a majority of the Board to remove the member; or
- d. Disqualification from exercising official posts in the federation as the result of sanction.

7.11 The Board in consultation with the relevant committee or subcommittee chair, where appropriate, may fill any vacancies on any Committee or Subcommittee.

#### *Member Responsibilities*

7.12 At the request of the Board, members may nominate candidates to serve on IBSA committees and subcommittees. Members whose candidates are selected for committee appointments shall take responsibility for all expenses which may be incurred in the execution of their functions and which are not covered by the IBSA budget or by any other funds provided by another person or institution.

## 8. General Assemblies of the Members

### *Procedure at a General Assembly*

8.1 On the date and time specified in the official notification to convene the Assembly, the President of the Federation will declare the meeting duly opened. The representative of the host Continental Delegation shall then be given the floor, as well as any other guest(s) the President may deem appropriate.

8.2 The Secretary General shall read the roll-call and shall communicate to the General Assembly the existence or non-existence of a quorum. If one third of the membership is present in accordance with the IBSA Constitution, the President will officially declare the General Assembly validly constituted.

8.3 Members of the General Assembly shall adopt the Agenda for the meeting, as distributed by the Executive Board together with the notification of the Assembly. The Agenda must, include:

- Approval of the minutes of the last General Assembly;
- Approval of the Federation's audited Financial Statements for the period since the last General Assembly as approved by the Executive Board;
- Approval of the general budget lines for the forthcoming period;
- Members' resolutions;
- Elections if it is a regularly scheduled General Assembly; and
- Any and all further questions which the President or the Executive Board may consider require consideration.

8.4 The General Assembly shall approve the Minutes of the previous General Assembly by simple majority, after any appropriate amendments have been made.

8.5 The Secretary General will read to the General Assembly the list of organizations who have received provisional membership approval from the Board since the last General Assembly. The General Assembly will then decide whether to ratify them as IBSA members.

8.6 Where applicable, the Secretary General will identify those members who have renounced their memberships or been expelled since the last General Assembly. The members of the General Assembly will then be asked to ratify the Board's decisions.

8.7 The General Assembly will be asked to approve the Federation's membership fee to be charged annually to each IBSA member until the next General Assembly is held. The fee that is proposed must be passed by a Simple Majority before it becomes effective. The Board has the authority to offer discounted membership fees in accordance with criteria to be established by the Board.

8.8 The General Assembly shall be asked to approve the Audited Financial Statements of the Federation since the preceding General Assembly.

8.9 The General Assembly shall next consider resolutions brought forward by the membership. The mover of the resolution will be given the opportunity to speak to it first. Time permitting; the Chair of the General Assembly shall give five people who are in favour of the resolution and five members who are against the resolution to speak to it. Each speaker in favour of the resolution will be followed by one who is opposed to it. The members present will be then asked to vote on the resolution. Resolutions are passed by the General Assembly if they receive a Simple Majority.

### *Elections*

8.10 The Secretary General will read the names of the nominees put forward for each position before the election for that position is held. The nominees shall then be given the floor to speak for no more than five minutes. If a candidate is running for more than one office, s/he will be able to speak to the members of the Assembly before each election for which s/he is seeking office is held.

8.11 The order to be followed for the elections shall be: President, Vice-President, Secretary General, Treasurer, Sports Director, Medical Director, ratification of the elected Continental Chairpersons, and Members-at-Large.

8.12 For voting purposes, Members in good standing shall be called one by one by the Chairman of the meeting to cast their vote in the ballot box or boxes that have been made available for this purpose.

8.13 When counting of the votes has been performed by the Chairman of the meeting and the Secretary General, assisted by two scrutineers appointed by the Assembly, the nominee obtaining the favourable vote of the majority of the Members present shall be declared duly elected. If no nominee obtains such majority vote, a second vote shall be cast in which the two nominees obtaining the greatest number of votes shall participate, after which the nominee with the most number of votes shall be declared duly elected.

8.14 All elections related to representatives of the Continental Delegations shall be performed among the members belonging to such delegations in separate meetings. The same general procedure will be followed for the election of other Board members.

8.15 Ratification of the nominee for each Continental Representative position elected shall be performed by the General Assembly by simple majority of those Members present.

8.16 In the absence of ratification, the Continental Chairperson shall be chosen by the Executive Board after receiving nominations from those members who are in good standing and who will be represented by the person who is ultimately elected.

8.17 Once all of the elections have been held, the General Assembly will invest the nominees and declare the new Executive Board constituted.



8.18 The General Assembly will then be adjourned.

#### *Parliamentary Authority at General Assemblies*

8.19 The rules contained in the current edition of Robert's Rules of Order Newly Revised<sup>1</sup> shall govern the proceedings at General Assemblies in all cases to which they apply and in which they are not inconsistent with the Constitution and these Bylaws. The rules of order shall be used to facilitate progress. The members - by a two-thirds vote - may decide to suspend the formal rules of debate and use informal procedures, to facilitate debate and decision-making.

## **9. Financial Matters**

9.1 IBSA's monetary assets shall be deposited in bank accounts, and in the case of all other IBSA assets, the Board must utilize the most suitable measures to ensure their preservation, administration and profitability. The power to agree the opening of current accounts in the name of IBSA is the responsibility of the Executive Board, the Management Committee and the President.

#### *Primary Income Sources*

9.2 For the purposes of handling the ordinary financial management of the federation, the central fund of IBSA is constituted and provided with the income received from membership fees, capitation fees received for participation in championships approved by IBSA and other ordinary sources of income or those deriving from the ordinary activity of the federation.

9.3 All expenses incurred by the central bodies of the federation and which are determined by the General Assembly or the Executive Board are chargeable against the central fund, as are those monies assigned to the Continental Delegations.

9.4 The financial management of the IBSA central fund shall conform to the budget as approved by the Board. No funds may be spent which exceed the amounts budgeted without a two thirds, (2/3) vote of the Board.

9.5 The budget for the central fund shall be drawn up by the Treasurer of the federation, assisted by the President, and shall take into account the preliminary budget plans which have been drawn up respectively by the Continental Delegations and IBSA Committees.

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<sup>1</sup> Robert General Henry M. (1915 and revised in 1996). Robert's Rules of Order Newly Revised, (London: Constitution Society), retrieved on April 16, 2015 from <http://www.robertsrules.org>

9.6 The Budget shall be approved by the Executive Board before 31 December of each year.

#### *Donations*

9.7 The President has the exclusive power to accept subsidies from whatsoever public or private bodies, as well as donations, inheritances or legacies, with or without lien, from whatsoever individuals or bodies corporate, and also to decide the use to which such funds are to be put which shall, in all cases, respect the wishes of the grantor.

9.8 Any request for subsidies, offer of donation or appointment as beneficiary of inheritances or legacies, must be presented to the President for her/his acceptance on behalf of IBSA.

9.9 The management of these funds shall be the responsibility of the body or Board member designated by the President to receive them, and such managing body or Board member shall give a detailed report concerning the management of the funds and shall provide the President with whatever information and documents s/he may request.

#### *Approval of the Board*

9.10 The Board shall approve the accounts of the IBSA Central Fund, which shall be contained in the Operating Statement relating to the management of the Fund and in the Balance Sheet of the Fund as at 31 December.

#### *Provision of Financial Statements to the Members*

9.11 The Federation shall send to the Members a copy of the annual financial statements not less than 30 days before the General Assembly. In the alternative, the Federation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Federation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

#### *Inspection of Books and Records*

9.12 The books and records of the Federation shall be open to the inspection of the Members of the Federation, subject to the provisions of the Constitution, at times and places established by the Board.

## **10. Bylaw Amendments**

10.1 These bylaws may be amended by the Executive Board up until the next General Assembly which is currently scheduled to be held in 2017. Any amendments made at that General Assembly or any time thereafter must pass at the General Assembly by a Simple Majority vote.

## **11. Transitory Provisions**

11.1 The composition and functioning of the different bodies of the federation shall be brought in line with the stipulations set forth in these bylaws within the maximum period of six months, and the bodies authorised to appoint their members must take the appropriate actions within that time.

11.2 The Management Committee and the President of the federation may, within the scope of their respective competencies, adopt whatever policies and other rules to cover matters not already dealt with in the Constitution or in these Bylaws.

11.3 The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

11.4 These bylaws shall take effect once they are approved by the Board. They will be ratified by Simple Majority at the next General Assembly.

## **12. Governing Law**

12.1 These bylaws shall be interpreted and construed in accordance with the laws of Germany.