



# **PROCEDURAL BYELAWS FOR IPPF MEETINGS**

**As approved by the General Assembly ,  
November 2022**

# **INTERNATIONAL PLANNED PARENTHOOD FEDERATION**

## **PROCEDURAL BYELAWS**

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**A. PROCEDURAL BYELAWS FOR MEETINGS OF THE GENERAL ASSEMBLY**

**1. Meetings**

- 1) The General Assembly shall meet in ordinary session once every three years in person or by a virtual means.
- 2) In addition, extra-ordinary meetings can be convened as provided in the Regulations.

**2. Notice of Meetings**

- 2.1** The Director-General shall give to every Member Association not less than sixty days' written notice of the date and venue of a General Assembly meeting. The notice of the meeting need not be accompanied by a draft agenda, which may be emailed at a later date.
- 2.2** The Director General, with the approval of the Board of Trustees, may by written notice postpone a General Assembly meeting that has been called.

**3. Quorum**

- 3.1** A General Assembly meeting will be quorate if more than 50 per cent of the total number of Full Member Associations existing at the date on which notice of the General Assembly meeting is given are present in person by their authorized representatives. Proxies shall not count for purposes of the quorum. The presence of any of the three representatives (Full MAs) or two representatives (Associate MAs), other than the ED, will be enough to establish the MA is present.
- 3.2** If a quorum is not present thirty minutes after the time appointed for the meeting, the meeting shall be adjourned. The time and place of the adjourned meeting shall be fixed by the chair of the meeting with the consent of a simple majority of those Full Member Associations present.

**4. Attendance**

The Director-General or their nominee shall ensure that all present at a meeting shall be recorded on the attendance list that is included in the minutes of the General Assembly meeting.

**5. Voting**

**5.1 Voting rights**

Only Full Member Associations have voting rights during the General Assembly proceedings; they shall exercise those rights through their appointed representatives or proxies. All other participants to the General Assembly are non-voting participants.

**5.2 Number of Votes**

Each Full Member Association shall have one vote, unless holding a proxy for an absent Full Member Association in which case the Member Association's representative shall have one additional vote.

### **5.3 Method of Voting**

- 5.3.1** Voting shall be by a show of hands or by any other suitable means approved by the Trustees, or by the chair of the meeting, by which the votes of Full Member Associations present at the meeting can be readily counted.
- 5.3.2** A ballot of all the Full Member Associations may be demanded in advance of the General Assembly meeting where the relevant resolution is to be put to the vote; or at a General Assembly meeting, either before or immediately after the result of a vote is declared.
- 5.3.3** Such a ballot may be demanded by at least ten Full Member Associations present, by the chair of the meeting or by the Trustees.
- 5.3.4** A ballot of all the Full Member Associations shall be conducted in accordance with Procedural Byelaw 5.8.

### **5.4 Majority Voting**

Decisions shall be taken by a simple majority of those voting unless otherwise provided in the IPPF Regulations.

### **5.5 Non-voting status of the Chair**

Since the Chair of the General Assembly is also the Chair of the Board of Trustees, they will not have any voting right during the proceedings of the General Assembly.

### **5.6 Equality of votes**

In the case of tie, whether by a show of hands or otherwise, the status quo remains.

### **5.7 Proxy Votes**

- 5.7.1** A Full Member Association may give a proxy vote to another Full Member Association provided this is done in writing. No Full Member Association shall be entitled to hold more than one proxy vote. Proxy votes shall not count for the purposes of quorum.
- 5.7.2** A proxy appointment notice shall be in the form set out in appendix 1 in these Procedural Byelaws or such other form as the Board of Trustees specifies from time to time. The notice must be delivered at least 48 hours before the time notified for the start of meeting to such address (including email) as is specified in the notice calling the meeting. Saturdays and Sundays do not count in calculating the 48 hours period.
- 5.7.3** A proxy appointment may be revoked by delivering a notice in writing to the Secretariat at the address specified for delivery of proxy notices. A revocation must be received before the start of the meeting.
- 5.7.4** A Full Member Association remains entitled to attend, speak and vote at a General Assembly meeting and any adjournment of it, even though it has delivered a valid proxy notice. If the Full Member Association casts a vote in such circumstances,

any vote cast by the proxy appointed under the proxy notice is not valid.

**5.8 Voting by electronic ballot outside meetings**

- (a) The Director-General shall conduct an electronic ballot of all the Full Member Associations on the direction of the Board Chair or as required pursuant to Procedural Byelaw 5.3.
- (b) At least one week must elapse between the despatch of the electronic ballot and the closing time of the electronic vote;
- (c) A resolution will be passed by electronic ballot outside a meeting if the requisite majority of Full Member Associations votes on the resolution and, of those that vote, the requisite majority vote in favour of the resolution. There shall be no casting vote;
- (d) The results of an electronic ballot of the Full Member Associations shall be notified to all Member Associations as soon as practicable.

**6. Chairing of the meetings of the General Assembly**

- 6.1** All General Assembly meetings shall be chaired by the Board of Trustees Chair. If the Chair is unable to be present, those Trustees present shall appoint another Trustee to act as chair of that meeting.
- 6.2** If there is only one Trustee present and willing to act, that person shall be chair of the meeting; if no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Full Member Associations present via their authorised representatives must choose a representative of one of the Full Member Associations present in person to be chair of the meeting.

**7. Irregularities**

- 7.1** The proceedings at any General Assembly meeting or the conduct of any ballot shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.
- 7.2** No objection may be raised to the qualification of any person voting at a General Assembly meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

**B. PROCEDURAL BYELAWS FOR MEETINGS OF THE NOMINATIONS AND GOVERNANCE COMMITTEE**

**1. Meetings**

The Nominations and Governance Committee shall meet at least twice a year or otherwise as required. Meetings of this Committee may be held in person (no more than twice a year) or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

**2. Notice of Meetings**

The Director-General shall give not less than sixty days' notice of the date and venue of a Nominations and Governance Committee meeting. Accidental omission to serve an individual notice shall not, however, invalidate a meeting. The notice of the meeting need not be accompanied by a draft agenda, which may be emailed at a later date.

**3. Quorum**

A meeting of the Nominations and Governance Committee will be quorate if more than 50 per cent of the Committee members are present in person or by electronic means.

**4. Attendance**

The Director-General or their representative shall ensure that all present at a meeting shall be recorded on the attendance list that is included in the minutes of the Nominations and Governance Committee's meeting.

**5. Voting**

**5.1 Number of Votes**

Each Committee member entitled to vote shall have one vote, unless they hold a proxy for an absent member, in which case they shall have one additional vote.

**5.2 Method of Voting**

Voting shall be by a show of hands or by electronic means. Secret ballot (physical or electronic) will be used when two members of the Committee demand a ballot.

**5.3 Majority Voting**

Decisions shall be taken by a simple majority of those voting and entitled to vote (including by proxy).

**5.4 Chair's Casting Vote**

In the case of a tie, whether by a show of hands or voting by ballot (physical or electronic), the chair of the meeting shall be entitled to a second or casting vote.

## **5.5 Proxy Votes**

A Committee member may give a proxy to another Committee member of their choice provided that this is done in writing in advance. No Committee member shall be entitled to hold more than one proxy vote. Proxy votes shall not be counted for the purposes of quorum. (A specimen proxy form is attached as Appendix 2).

## **5.6 Voting by electronic ballot**

- (a) The Director-General shall conduct an electronic ballot on the direction of the Chair of the Nominations and Governance Committee.
- (b) At least one week must elapse between the despatch of the electronic ballot and the closing time of the electronic vote. However, this week period can be waived in case of emergency.
- (c) An electronic ballot will not be effective unless more than 50% of the members take part in the vote, and that the same rule as to simple majority applies.
- (d) Except where it takes place at a meeting, the results of an electronic ballot of the Nominations and Governance Committee shall be notified to the Committee within two days of the count.
- (e) When an electronic ballot takes place during the Nominations and Governance Committee Meeting, the results will be announced shortly after the closing of the votes.

## **6. Chairing of the meetings of the Nominations and Governance Committee**

All meetings shall be chaired by the Nominations and Governance Committee Chair. If the Chair is unable to attend a meeting, the Committee shall appoint another Committee member to chair the meeting.

## **7. Procedure for the Appointment of Nominations and Governance Committee (NGC)**

### **7.1 Call for Nominations**

- (a) The Nominations and Governance Committee shall launch a call for nominations for the vacancies within the Committee.
- (b) A copy of the nomination form for the above appointments shall be sent by the Chair of the Nominations and Governance Committee to all Full Member Associations, and other sources for external candidates, at least six weeks before the commencement of the meeting at which the NGC will assess the candidates and put forward the names of the nominees to be confirmed by the General Assembly as prescribed in IPPF Regulations.
- (c) Member Associations wishing to nominate candidates to the NGC shall complete the nomination form and return it to the Chair of the NGC to reach the Chair/them not later than four weeks before the first day of the meeting at which appointments are to be held. Each nomination form shall be accompanied by a statement of support for the nomination made by the nominator, a letter signed by the nominee consenting to their nomination and the nominee's curriculum vitae.

- (d) The NGC shall scrutinise all nominations in accordance with the criteria set out in IPPF Regulation 3 (10) and the Terms of Reference of the Committee. A shortlist of eligible candidates who meet the requirements together with a list of nominators, statements of support and nominees' curricula vitae shall be sent to Member Associations two weeks prior to the commencement of the General Assembly meeting.
- (e) If the nominee indicates that they no longer consent to, or the nominator indicates that they withdraw, their nomination, the Chair of the NGC shall inform the nominator or nominee accordingly and as quickly as is reasonably possible. If this occurs after nominations have been notified to Member Associations, the Chair of the NGC shall also notify the Member Associations as quickly as is reasonably possible. Such nomination shall no longer be a valid nomination.
- (f) If the required number of nominations are not received in accordance with IPPF Regulation 3 (5), the Nominations and Governance Committee shall seek candidates using an external search firm. Any nominee put forward must consent to their appointment to the NGC.

## **7.2 Procedure of Appointment of NGC Members by General Assembly**

- (a) Subject to clause 7.1 above, the shortlisted nominees shall be placed before the General Assembly by IPPF Legal Counsel for its confirmation based on the number of vacancies.
- (b) The Committee members' terms shall be staggered in order to maintain continuity of organisational knowledge and expertise within the Committee as per IPPF Regulations and the Committee's Terms of Reference.
- (c) In putting forward the nominees, the Nominations and Governance Committee shall ensure that its composition remains consistent with the requirement for at least 50% women and one young person below the age of 25 years at the time of the appointment [Regulation 3 (5)].
- (d) In case of any casual vacancy within the Committee, the Nominations and Governance Committee will follow the same prescribed process to appoint a replacement. Such member shall serve out the remainder of the term of office of their predecessor in order to keep the integrity of the staggering process.
- (e) For the purposes of determining the total number of terms served, any person serving out a part of a term held by a predecessor shall be considered to have served for the entire term.



## **C. PROCEDURAL BYELAWS FOR MEETINGS OF THE BOARD OF TRUSTEES**

### **1. Meetings**

The Board of Trustees shall meet at least once annually [IPPF Act, Section 14] and it is intended that it should meet three times a year. Meetings may be held in person (no more than twice a year) or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants. In addition, extraordinary meetings of the Board may be called by the Chair or by one third of the Trustees.

### **2. Notice of Meetings**

- 1) The Director-General shall give not less than sixty days' notice of the date and venue of a Board of Trustees meeting. Accidental omission to serve an individual notice shall not, however, invalidate a meeting. The notice of the meeting need not be accompanied by a draft agenda, which may be emailed at a later date.
- 2) The notice period for an extraordinary meeting shall be two weeks, or other notice period agreed by a simple majority of the Trustees.

### **3. Quorum**

A Board of Trustees meeting will be quorate if more than 50 per cent of the Trustees are present.

Proxies shall not count for purposes of the quorum. If a quorum is not present thirty minutes after the time appointed for the meeting or maintained during the meeting, the meeting shall adjourn.

The time and place of the adjourned meeting shall be fixed by the Chair and (if fixed at the meeting) with the consent of those present.

### **4. Attendance**

The Director-General or their nominee shall ensure that all present at a meeting shall be recorded on the attendance list that is included in the minutes of the Board meeting.

### **5. Voting**

#### **5.1 Number of Votes**

Each Trustee shall have one vote, unless they hold a proxy for an absent Trustee, in which case they shall have one additional vote.

#### **5.2 Method of Voting**

Voting shall be by a show of hands, except (i) in the case of voting in elections for the Chair and the Vice Chair of the Board of Trustees, or Chairs of any Board Committee which shall be conducted by ballot or (ii) when three members of the Board of Trustees demand a ballot.

#### **5.3 Majority Voting**

Decisions shall be taken by a simple majority of those voting unless otherwise provided in the IPPF Regulations.

#### **5.4 Chair's Casting Vote**

In the case of a tie, whether on a show of hands or voting by ballot (physical or electronic), the chair of the meeting shall be entitled to a second or casting vote.

#### **5.5 Proxy Votes**

A Trustee may give a proxy vote to another Trustee provided this is done in writing in advance. No Trustee shall be entitled to hold more than one proxy vote. (A specimen proxy form is attached as Appendix 3).

#### **5.6 Voting by electronic ballot**

- (a) The Director-General shall conduct an electronic ballot on the direction of the Chair of the Board of Trustees or a simple majority of the Trustees.
- (b) At least one week must elapse between the despatch of the electronic ballot and the closing time of the electronic vote. However, this week period can be waved in case of emergency.
- (c) An electronic ballot will not be effective unless at least 50% +1 Trustees take part in the vote, and that the same rule as to simple majority applies.
- (d) Except where it takes place at a meeting, the results of an electronic ballot of the Board of Trustees shall be notified to the Trustees within two days of the closing of the electronic ballot or as soon as practicable.
- (e) When an electronic ballot takes place during the Board of Trustees meeting, the results will be announced shortly after the closing of the votes.

#### **5.7 Vote of no confidence**

- (a) On the request of more than 50% of the Trustees, a vote of no confidence in the Chair of the Board shall be put to the Board on the grounds that the Chair has acted in a way that is prejudicial for the Federation.
- (b) Such vote shall require a two-thirds majority to be valid.
- (c) Such vote should be by a secret physical or electronic ballot conduct under the supervision of IPPF Legal Counsel in consultation with the Chair of the Nominations and Governance Committee.
- (d) A successful vote of no confidence shall remove the Chair from their position as Chair.

### **6. Chairing of meetings**

All Board of Trustees meetings shall be chaired by the Board Chair. If the Chair is unable to be present, the Board shall appoint another Trustee to act as chair of that meeting.

### **7. Management of conflicts of interest**

- 7.1** Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation

whose interests are reasonably likely to conflict with those of IPPF in relation to a matter to be discussed at a meeting, they must:

- (a) declare an interest before discussion on the matter begins;
- (b) withdraw from that part of the meeting unless expressly invited to remain by a majority of the other Trustees;
- (c) in the case of personal interests, not be counted in the quorum for that part of the meeting and have no vote on the matter; and
- (d) in the case of an interest in another organisation whose interests are reasonably likely to conflict with those of IPPF, not be counted in the quorum for that part of the meeting, withdraw during the vote and have no vote on the matter unless decided otherwise by a majority of the other Trustees.

## **8. Procedure for Nominations for Chair and the Vice Chair of the Board of Trustees**

**8.1** A copy of the nomination form for the above election shall be sent by the Chair of the Nominations and Governance Committee to each Trustee, at least six weeks before the commencement of the meeting at which the elections of the Chair and the Vice Chair are to be held. (A specimen nomination form is attached as Appendix 4). The nomination forms shall be accompanied by:

- (a) a note of the name (s) of the present Chair and the present Vice Chair of the Board of Trustees, of the Board of Trustees,
- (b) a list of Trustees who are eligible to stand for election,
- (c) a profile of every Trustee.
- (d) Trustees submitting nominations shall be informed (either by email or on arrival at the meeting) if any of the nominees are unwilling to stand for election.

**8.2** Each Trustee wishing to nominate one or more candidates for elections shall complete the nomination form and return it to the Chair of the Nominations and Governance Committee via the Central Office to reach there not less than five weeks before the first day of the meeting at which elections are to be held.

Each nomination form shall be accompanied by a statement of support for the nomination made by the nominator, a letter signed by the nominee consenting to their nomination and the nominee's curriculum vitae.

**8.3** Self-Nomination to the position of the Chair or Vice Chair is allowed in which case no support letter is required.

**8.4** On receipt of the nominations, as set out in clause 8.2 above, the Chair of the NGC shall ensure that the provisions of clause 8.2 have been complied with and such nominations as comply with clause 8.2 shall be valid nominations. The NGC Chair shall then send to all Trustees a list of those nominated for the Office of the Chair and the Vice Chair at the deadline date for electronic ballot nominations. If a nominee indicates that they no longer consent to their nomination, the Chair of the NGC shall inform the nominator accordingly and as quickly as is reasonably possible. If a nominee withdraws

their consent to nomination, then such nomination shall no longer be a valid nomination.

- 8.5** The Nominations and Governance Committee shall interview the interested candidates for the office of the Chair and the Vice Chair of the Board of Trustees. At the end of the interview process, the Committee shall make recommendation to the Board of Trustees who shall decide through an election.
- 8.6** The Nominations and Governance Committee shall scrutinise all nominations. All valid nominations, together with a list of names of nominees and their nominators, statements of support and nominees' curricula vitae shall be sent to all Trustees two weeks before the commencement of the meeting at which elections will be held.
- 8.7** In the event that no valid nomination has been received for the Chair or the Vice Chair positions, the Nominations and Governance Committee can propose candidates based on its assessment of the skills set of the Board of Trustees. No nomination may take effect without the consent of the nominee.
- 8.8** Subject to clause 8.5 above, all valid nominations shall be placed before the Board of Trustees by IPPF Legal Counsel as the first non-procedural business of the meeting.
- 8.9** A list of valid nominations whether contested or uncontested, shall be circulated in writing to the Board of Trustees after formal presentation as the first non-procedural business of the meeting.
- 8.10** At least 24 hours must elapse between the presentation of the nominations for both contested and uncontested elections to the Board of Trustees and the voting.

**9. Procedure for Election of Chair and Vice Chair of IPPF Board of Trustees.**

- 9.1** IPPF Legal Counsel will appoint one scrutineer (from among the Trustees who have not been nominated for election), and two tellers (who may be members of staff).
- 9.2** The names of nominees who have consented to stand for the Chair and the Vice Chair positions will be presented by IPPF Legal Counsel. In the event of one nomination only being made such nominee shall be declared elected.
- 9.3** Voting for contested elections shall be by physical or electronic ballot under the leadership of the Legal Counsel.
- 9.4** Voting will be in accordance with the procedure described in Appendix 5 to these Byelaws.
- 9.5** In the event of a tied vote for the Chair or the Vice Chair position a further ballot will be held. Candidates may withdraw from such a ballot with the consent of the meeting.
- 9.6** Voting shall take place by way of secret physical or electronic ballot.
- 9.7** No Chair or Vice Chair shall serve for more than two terms cumulatively.
- 9.8** In case of any casual vacancy within the Board, the Nominations and Governance Committee shall follow the same prescribed process to appoint a

replacement. Such Trustee shall serve out the remainder of the term of office of their predecessor in order to keep the integrity of the staggering process.

- 9.9** For the purposes of determining the total number of terms served, any person serving out a period of a term held by a predecessor shall be considered to have served for the entirety of that term.

**D. PROCEDURAL BYELAWS APPLICABLE FOR MEETINGS OF ALL GOVERNING BODIES AND COMMITTEES ON RIGHT TO SPEAK, MOTIONS AND AMENDMENTS TO THE PROCEDURAL BYELAWS**

**1. Right to Speak**

- 1.1** Any member of the General Assembly, the Nominations and Governance Committee, the Board of Trustees or any Board Committee shall have the right to speak on the subject directly under discussion and the Chair of the meeting may permit a member to speak more than once.
- 1.2** The Chair of the meeting, with the consent of the meeting, may impose a time limit on all contributions.
- 1.3** The Chair of the meeting, with the consent of the meeting, may impose a time limit on the discussion of any subject.

**2. Procedure on Motions**

- 2.1** It shall not be obligatory for motions to be submitted to the Chair before the meeting.
- 2.2** All motions proposed from the floor must be duly moved and seconded prior to voting.
- 2.3** On the proposal of any person with a right to vote at a meeting, the concerned governing body or Committee may be requested to draft a resolution, provided that such proposed resolution is sponsored by three people entitled to vote at meetings of the concerned governing body or Committee.
- 2.4** If a motion is carried by the meeting, the motion becomes a Resolution.
- 2.5** Any member (or Trustee) may propose an amendment to a motion. The Chair of the meeting will accept an amendment if:
  - (a) it is proposed and seconded;
  - (b) it is relevant to the motion;
  - (c) it is not a direct negative of the motion;
  - (d) it is not dilatory or obstructive; and
  - (e) it is proposed by a member who has:
    - (i) not proposed the original motion and/or
    - (ii) not already proposed another amendment to that motion.
- 2.6** An amendment must be proposed after a motion has been proposed and seconded, but before the motion is put to the vote.
- 2.7** A further amendment to the motion may not be proposed until discussion of the previously proposed amendment is complete.

- 2.8** After each amendment has been discussed, all amendments shall be put to the vote in the order directed by the Chair, and not necessarily in the order in which they were moved.
- 2.9** All amendments adopted by the meeting shall then be incorporated in the original motion, which shall then be put to the vote as a substantive motion.
- 2.10** Amendments to the substantive motion shall be permitted at the discretion of the Chair, but such permission shall be refused if they revive the original motion or any of the amendments already rejected by the meeting.
- 2.11** If the substantive motion is not adopted, the original motion is also lost and shall not be revived at that particular meeting.
- 2.12** A motion may be withdrawn by the mover only with the consent of the seconder.

### **3. Amendments to the Procedural Byelaws**

- 3.1** The Board of Trustees shall have the power to amend the Procedural Byelaws subject to the confirmation of the General Assembly, except where otherwise provided in the IPPF Regulations, by a simple majority of those allowed to vote at a Board of Trustees meeting provided one month's notice has been given of such amendments. Amendments to the proposed amendments shall be permissible at the Board of Trustees meeting. These amendments require the confirmation of the General Assembly. These amendments shall be placed before the General Assembly members at least two weeks prior to the confirmation by a vote of a simple majority of the GA members with voting rights. This confirmation can be done during a face to face meeting or virtually.
- 3.2** The Nominations and Governance Committee can propose amendments to the Procedural Byelaws through the Board of Trustees.
- 3.3** Any General Assembly member can propose amendments to the Procedural Byelaws under the following conditions:
  - i. at least three months' notice must be given to the Chair of the Board of Trustees to enable all the preparatory works required and the required consultations.
  - ii. the amendment is supported by at least ten Full Member Associations.

**E. PROCEDURAL BYELAWS FOR MEETINGS OF BOARD'S COMMITTEES (THE MEMBERSHIP COMMITTEE, THE FINANCE, AUDIT AND RISK COMMITTEE, THE POLICY, STRATEGY AND INVESTMENT COMMITTEE AND OF THE RESOURCE ALLOCATION AND TECHNICAL COMMITTEE)**

**1. Meetings**

In accordance with their relevant Terms of reference, each of the Board's Committees shall meet respectively as follows:

- (a) Membership Committee: at least twice each year. A maximum of two meetings shall be in person and the rest by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- (b) Finance, Audit and Risk Committee: at least four times each year. A maximum of two meetings shall be in person and the rest by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- (c) Policy, Strategy and Investment Committee: at least three times each year. A maximum of one meeting shall be in person and the rest by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- (d) Resource Allocation and Technical Committee: at least three times each year. A maximum of one meeting shall be in person and the rest by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

**2. Notice of Meetings**

The Director-General shall give not less than sixty days' notice of a meeting of any of the Board Committees. Accidental omission to serve an individual notice, however, shall not invalidate a meeting. Such notice need not be accompanied by a draft agenda, which may be posted at a later date.

**3. Quorum**

Each of these committees will be quorate if more than 50 per cent of its members are present. If a quorum is not present thirty minutes after the time appointed for the meeting, the meeting shall be adjourned. The time and place of the adjourned meeting shall be declared by the chair of the meeting with the consent of the meeting.

**4. Appointment of a Board Committee's Chair**

The Chair of each of the four Board Committees shall be appointed by the Board of Trustees. Each Committee Chair shall be appointed for a three-year term. No person can serve as Chair of any of these Committees for more than two terms cumulatively. No Committee Chair can serve on another Committee



**5. Attendance**

The Director-General or their nominee shall ensure that all present at a meeting shall be recorded on the attendance list that is included in the minutes of the meeting of each Committee.

**6. Voting**

**6.1 Chair's Casting Vote**

In the case of a tie, whether on a show of hands or voting by ballot (physical or electronic), the chair of the meeting shall be entitled to a second or casting vote.

**6.2 Method of Voting**

Voting shall be by a show of hands or by ballot (physical or electronic) when three members of the Committee so demand.

**6.3 Majority Voting**

Decisions shall be taken by a simple majority of those entitled to vote unless otherwise provided in the Regulations.

**6.4 Proxy Votes**

A Board Committee member with voting rights may give a proxy vote to another member provided this is done in writing in advance. No member shall be entitled to hold more than one proxy vote. Proxy votes shall count for the purposes of voting but not for that of quorum. (A specimen proxy form is attached as Appendix 2).

**F. PROCEDURAL BYELAWS FOR WORKING GROUPS, PANELS AND TASK FORCES**

Working groups, panels and task forces, whose terms of reference shall be defined by the Board of Trustees or the Committee establishing such ad hoc committees, shall be bound by the Procedural Byelaws relevant to the other Committees and Panels of the Board of Trustees, except to the extent they are superseded by any terms of reference specified by the Trustees.

**G. PROCEDURAL BYELAWS AFFECTING REGIONAL FORUMS**

- 1) Regional Forums and Regional Youth Forums shall be considered as learning and strategic platforms and shall be focused on sharing experiences and on debating political contexts which may impact on IPPF's work. They shall meet at a frequency determined by the Board of Trustees.
- 2) The Board of Trustees shall issue, from time to time, guidelines to make these meetings effective and efficient.
- 3) At least one member of the Board of Trustees should attend the Regional Forums and Regional Youth Forum in order to report to the Board of Trustees.

## **H. COMMUNICATION BY IPPF**

### **Methods of communication**

- 1.1** Subject to the Regulations any document or information (including any notice, report or accounts) sent or supplied by IPPF may be sent or supplied:
- 1.1.1 in hard copy form;
  - 1.1.2 in electronic form; or
  - 1.1.3 by making it available on a website.

### **Deemed delivery**

- 1.2** A Member Association or person present in person or by proxy or via their authorised representative at a meeting shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 1.3** Where any document or information is sent or supplied by IPPF:
- 1.3.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and UK Public Holidays) after it was posted;
  - 1.3.2 where it is sent or supplied by electronic means, it is deemed to have been received on the same day that it was sent;
  - 1.3.3 where it is sent or supplied by means of a website, it is deemed to have been received:
    - (a) when the material was first made available on the website; or
    - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

### **Failed delivery**

- 1.4** Where any document or information has been sent or supplied by IPPF by electronic means and IPPF receives notice that the message is undeliverable, IPPF is under no obligation to send a hard copy of the document or information to the intended recipient's postal address as shown in IPPF's registers, but may in its discretion choose to do so; and the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

**I. GENERAL**

- 1.** Governance meetings at all levels of the Federation shall be organized in the most cost-effective manner, including selection of venues and modes of travel.
- 2.** General Assembly, Nominations and Governance Committee, Board of Trustees and Board Committees will conduct their work in line with the IPPF Code of Good Governance.
- 3.** Minutes should always be taken of the proceedings of any governing body including executive sessions and promptly distributed to the members of that body [and the Board of Trustees].
- 4.** All IPPF Trustees, Committee members and Member Associations' representatives must comply with and adhere to IPPF's conflicts of interest policy in all their endeavors at all time.

**P R O X Y   F O R M**  
**GENERAL ASSEMBLY MEETING**

Date : \_\_\_\_\_

Venue : \_\_\_\_\_

1. My Member Association is unable to attend the forthcoming General Assembly meeting to be held on (date of the meeting): \_\_\_\_\_
2. I hereby give my proxy vote to (Another Full Member Association): \_\_\_\_\_
3. I am sending a duplicate of this form to the IPPF Central Office, London, for information.

Signature: \_\_\_\_\_

Member Association: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

Please complete three copies of this form; the original should be sent to the person to whom you have given your proxy vote; one copy to be sent to the IPPF Central Office, London; and the third copy should be retained by you.

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**INFORMATION NOTE:** In accordance with the IPPF Procedural Byelaws, any Full Member Association may give a proxy vote to another Full Member of their choice provided this is done in writing. No member shall be entitled to hold more than one proxy vote

**P R O X Y   F O R M**  
**C O M M I T T E E   M E E T I N G**

1. I, ..... am unable to attend the forthcoming ..... meeting to be held  
on (date of the meeting): \_\_\_\_\_
2. I hereby give my proxy vote to (Name of the Committee Member): \_\_\_\_\_
3. I am sending a duplicate of this form to the IPPF Central Office, London, for information.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please complete three copies of this form; the original should be sent to the person to whom you have given your proxy vote; one copy to be sent to the IPPF Central Office, London; and the third copy should be retained by you.

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**INFORMATION NOTE:** In accordance with the IPPF Procedural Byelaws, any committee member may give a proxy vote to another Committee Member of their choice provided this is done in writing. No member shall be entitled to hold more than one proxy vote.

**P R O X Y   F O R M**  
**BOARD OF TRUSTEES MEETING**

1. I, ..... am unable to attend the forthcoming meeting of the Board of Trustee to be held  
on (date of the meeting): \_\_\_\_\_
2. I hereby give my proxy vote to (*Name of the Trustee*): \_\_\_\_\_
3. I am sending a duplicate of this form to the IPPF Central Office, London, for information.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please complete three copies of this form; the original should be sent to the person to whom you have given your proxy vote; one copy to be sent to the IPPF Central Office, London; and the third copy should be retained by you.

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**INFORMATION NOTE:** In accordance with the IPPF Procedural Byelaws, any Trustee may give a proxy vote to another Trustee of their choice provided this is done in writing. No Trustee shall be entitled to hold more than one proxy vote.



**APPOINTMENT OF CHAIR AND VICE CHAIR OF IPPF BOARD OF TRUSTEES**  
**NOMINATION FORM**

I wish to nominate the following to serve as the Chair or Vice Chair of IPPF Board of Trustees at the Board of Trustees Meeting to be held on .....

I attach (i) a Statement of Support for this nomination made by the nominator; and (ii) a letter signed by the nominee, consenting to their nomination.

Name of the candidate to the Chair or Vice Chair of the IPPF Board of Trustees \_\_\_\_\_  
(BLOCK LETTERS PLEASE)

NAME OF THE NOMINATOR \_\_\_\_\_  
(BLOCK LETTERS PLEASE)

SIGNATURE OF THE NOMINATOR \_\_\_\_\_

DATE \_\_\_\_\_

Please return your completed form, Statement of Support and letter of consent to: Chair of IPPF Nominations and Governance Committee, IPPF Central Office, 4 Newhams Row, London, SE1 3UZ, United Kingdom.

THIS FORM MUST REACH THE IPPF CENTRAL OFFICE NO LATER THAN.....
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**VOTING PROCEDURE FOR ELECTION OF THE CHAIR AND VICE CHAIR OF IPPF BOARD OF TRUSTEES****1. Voting Procedure**

- 1.1. A physical or electronic ballot will be circulated to each Trustee with the names of the candidates on it and a vacant square beside each name. Trustees will be requested to write number [1] in the square beside the name of their first choice candidate; [2] in the square beside the name of their second choice candidate; [3] beside their third choice and so on, preferably until all the squares are numbered.
- 1.2. A Trustee is not obliged to put numbers in all the squares but not to do so means that a Trustee is not using all their voting power; by not putting numbers in all the squares does not increase the chances of a first choice being elected.

**2. Counting Procedure**

- 2.1. The total number of ballot papers collected will be counted.

V

- 2.2. A candidate who has more than the quota  $n+1$ , (where  $V$  is the total number of votes collected and  $n$  is the number to be elected), is declared elected.
- 2.3. If no candidate reaches the quota, the candidate with the least number of votes is eliminated and the votes given to them are transferred to the candidates of next preference marked on the ballot paper.
- 2.4. The procedure continues until a candidate reaches the quota.
- 2.5. In the event of a tied vote, a further ballot is held. Candidates may withdraw from such a ballot with the consent of the meeting.