

INTERNAL REGULATIONS OF THE INTERNATIONAL STEP BY STEP ASSOCIATION (“ISSA”)

ARTICLE I

ADMISSION OF NEW MEMBERS

Section 1. (a) The procedure for the review and admission of Voting Members shall be determined by the Board by a simple majority vote of the Board members present or represented at the meeting at which such decision is taken. The Board of Directors shall also approve a Membership Handbook and a Membership Application Form required to be completed by interested parties as part of the admission procedure and which contains any additional criteria or conditions that applicants must meet in order to be admitted as a Voting Member.

(b) Each legal entity interested in applying for admission as a **Full Member (“Voting Member”)** must submit to the Board of Directors the Application Form as well as all supporting documents mentioned therein, in English (other language versions should be translated and both originals and translations should be submitted), They should further provide contact details for a reference organisation that can be contacted to support their application. The reference organization should be a Full Member of ISSA, or another organization if that is not possible. The reference organization should not be the ISSA Secretariat.

(c) The Membership Committee will contact each applicant and the reference organization for Voting Membership in order to evaluate the applicant’s candidacy as well as to prepare a recommendation to the Board of Directors.

(d) The Board shall review the Application Form and all supporting documents received from an applicant and from the Membership Committee representative/s who contacted the applicant and the reference organization, verify that an applicant meets the criteria stated in the Statutes and in any decision by the Board of Directors or the Council, and approve admission as a Voting Member by a simple majority vote of the Board members present or represented at the meeting at which such decision is taken.

(e) Each year at the annual meeting of the Council, the Board shall present the list of new Voting Members admitted by the Board since the last meeting of the Council and shall provide sufficient information regarding each new Voting Member for the Council’s consideration. The Board shall answer any questions that Voting Members of the Council may have regarding such new Voting Members. Once discussion has been completed, a vote shall be taken to confirm the Board’s admission decisions. Unless a majority of the Council members present or represented at the meeting vote against the admission of a new Voting Member, the said Voting Member shall be definitively admitted as such to ISSA. When circumstances require, the voting may also take place online, and Voting Members will have the opportunity to ask questions in writing during the voting period.

(f) The Secretariat will notify all applicants of their admission as a member of ISSA.

Section 2. (a) The procedure for the review and admission of Affiliate Members (Non-Voting Members) shall be determined by the Board by a simple majority vote of the Board members present or represented at the meeting at which such decision is taken.

The Board of Directors shall also approve a Membership Handbook and a Membership Application Form required to be completed by interested parties as part of the admission procedure and which contains any additional criteria or conditions that applicants must meet in order to be admitted as an Affiliate Member (Non-Voting Member).

(b) Each governmental or public organization or other Council approved category interested in applying for admission as an **Affiliate Member (“Non-Voting Member”)** must submit to the Board of Directors the Application Form as well as all supporting documents mentioned therein, in English (other language versions should be translated and both originals and translations should be submitted). They should further provide contact details for a reference organisation that can be contacted to support their application. The reference organization should be a Full Member of ISSA, or another organization if that is not possible. The reference organization should not be the ISSA Secretariat or staff of the ISSA Secretariat.

(c) The Membership Committee will contact each applicant for Non-Voting Membership and the reference organization in order to evaluate the applicant’s candidacy as well as to prepare a recommendation to the Board of Directors.

(d) The Board shall review the Application Form and all supporting documents received from an applicant and from the Membership Committee representative/s who contacted the applicant and the reference organization, verify that an applicant meets the criteria stated in the Statutes and in any decision by the Board of Directors, and report back to the Board concerning its findings and recommendations.

(e) The Secretariat will notify all applicants of their admission as an Affiliate (“Non-Voting Member”) Member of ISSA.

Section 3. (a) Notwithstanding the preceding Sections 1 and 2, all applicants for membership must fulfill the criteria mentioned in Articles 3.1.2 to 3.1.7 of the Statutes of ISSA and may be denied admission to membership if they do not meet these criteria.

(b) Applications may be rejected if the applicant provides inaccurate information about its activities, its mission, its programs, or the mission or vision of the applicant is incompatible with ISSA’s mission or vision, or if on reasonable grounds a full member objects to the application.

Section 4. Each member that is a legal entity shall designate one person as its representative to act on its behalf in connection with ISSA’s matters, as set forth in Article 3.1.10 of the Statutes of ISSA. Except as specified in Article I, Section 7 below, this representative shall serve at the exclusive pleasure of the member organization, which may dismiss and replace said representative at any time by providing written confirmation to the President of the Board of Directors or the Executive Director of ISSA.

Section 5. Each Voting and Non-voting Member organization should consider the following criteria when selecting its representative pursuant to Article 3.1.10 of the Statutes of ISSA:

(a) The person designated should, by virtue of her or his function and activities in the member organization, have an affinity with or link to the fields of activities

and concerns of ISSA;

(b) The person designated should exhibit an interest in working with ISSA in the furtherance of its goals and objectives; and

(c) The person designated should be in a position of authority in the member organization so as to be able to bind the member organization on matters relating to ISSA (for example, to bind the member organization to perform certain undertakings or obligations to help ISSA in the furtherance of one or more of its goals and objectives).

Section 6. Each admitted Voting Member should consider, in addition to the criteria mentioned above in Section 5, the following when selecting its representative pursuant to Article 3.1.10 of the Statutes of ISSA:

(a) the designated representative should be in a position to be the vehicle of communication for programs related to ISSA's mission in its respective national territory or designated region with ISSA and with the other representatives of the Voting Members of ISSA; and

(b) hold a staff or Board position in the admitted Member organization;

Section 7. All appointments or elections of a designated representative of a member of ISSA that is a legal entity to serve on a committee, the Board of Directors, or any other organ of ISSA ("Organ of ISSA"), shall be deemed to be the appointment or election of the member organization that she or he is representing. Notwithstanding, in order to take into account the fact that a designated representative may be appointed or elected to serve on an Organ of ISSA because of her or his own personal expertise, the following rules shall apply during the service of all designated representatives:

(a) Both the designated representative and the legal entity being represented shall notify the Executive Director within ten (10) calendar days of:

(i) any change of status of the representative's employment, authority, or function, including on the Board of Directors or on other organs within the legal entity that she or he represents that may affect the person's ability to serve as the legal entity's representative;

(ii) any change of the representative's active membership status in the legal entity being represented; or

(iii) any other change that may affect the person's ability to serve as the legal entity's representative, i.e., to represent the interests of the legal entity.

(b) After being informed of a change relating to a designated representative or the legal entity's desire to change its designated representative, as described in the preceding paragraph (a), the Executive Director shall consult with the President of the Board of Directors as well as the person presiding over the relevant Organ of ISSA and together they shall decide within thirty (30) calendar days of receipt of notice whether it will be the legal entity being represented, the representative in her or his personal capacity, or neither that shall remain on the Organ of ISSA. This triumvirate body (i.e., Executive Director, President of Board of Directors, and person presiding over relevant Organ of ISSA) may consult any persons, including other members on the relevant Organ of ISSA, that they deem would be helpful in making their decision. In making their decision, the triumvirate body shall consider, among other things, the following criteria:

- (i) the best interests of ISSA;
- (ii) whether the original intention of the appointing or electing body was to have the individual or the legal entity represented on such Organ of ISSA;
- (iii) whether the change of status affects the individual's capacity to serve effectively on this Organ of ISSA;
- (iv) whether keeping the person on such Organ of ISSA in her or his personal capacity, instead of as the representative of a member organization, will cause a violation of ISSA's Statutes, namely but not limited to Article 4.2.1 of the Statutes.

(c) The triumvirate body may take all temporary measures that it deems necessary and appropriate. The decision and all temporary measures taken by the triumvirate body shall be valid until the next meeting of the Organ of ISSA that originally appointed the designated representative in question, at which time such appointing Organ of ISSA shall decide who should serve on the relevant Organ of ISSA.

Section 8. Membership Fees. Members of ISSA shall pay annual membership fees. Members of each category of membership shall be subject to a different amount of annual membership fees, which shall be determined and may be modified by the Board of Directors of ISSA by the adoption of a simple resolution.

The annual membership fees for Full Members shall amount to:

- No fee applicable – Budget under EUR 50,000
- EUR 280 – budget between EUR 50,000-250,000
- EUR 600 – budget between EUR 250,000-500,000
- EUR 850 – budget between EUR 500,000-1,000,000
- EUR 1,100 – budget over EUR 1,000,000

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The annual membership fees for Affiliate members shall amount to:

- No fee applicable – Budget under EUR 50,000
- EUR 280 – budget less than EUR 250,000
- EUR 600 – budget more than EUR 250,000

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The fee is calculated based on the organization's total budget, excluding funds sub-granted to third parties. Sub-grants include amounts re-granted to other organizations and grants given to project partners when an ISSA member is the main applicant.

Payments to consultants are not considered re-granting.

When submitting the annual financial report, each member organization must report its total expenses for the previous year and, if applicable, the expenses excluding re-granted amounts. If this information is not provided by the deadline, the invoice will be based on the full budget of the previous year.

Annual membership fees shall run for twelve (12) calendar months from the date of admission as a Member of ISSA. Thereafter renewals of membership shall be payable within three (3) calendar months of expiration of the annual term of membership.

In case they face severe financial challenges, Full or Affiliate Members with an annual budget under EUR 250,000 may appeal to the ISSA Secretariat to waive their annual fee.

In case they face severe financial challenges, Full or Affiliate Members with an annual budget under EUR 500,000 may appeal to reduce their annual fee by 250 EUR.

Section 9. Rights and Responsibilities of Members. The Board of Directors shall determine the rights and responsibilities of Voting and Non-voting Members deriving from their admission as members and continuing as long they remain members or until amended by the Board. The Board of Directors shall approve information materials prepared to describe the rights and responsibilities of each category of membership as well as other categories of support (e.g., Friends of ISSA). These materials are intended to inform current members as well as parties interested in becoming members of the rights that such members can expect to enjoy and the responsibilities that are expected of them to be adhered to.

Once approved by the Board of Directors, such materials shall be attached to these Internal Regulations as an attachment, and the terms of such materials shall be deemed to be incorporated into these Internal Regulations. Voting and Non-voting Members are expected to adhere to and comply with the terms stated in these information materials.

In case the membership criteria are no longer met, the Board of Directors may propose to the Council termination of membership of a Full or Affiliate Member, taking the provisions in the Statutes (III.3.3) into consideration. Prior to the termination of membership, the member organization must be heard by the Board of Directors and/or by the Council. The ensuing discussion and decision about the issue, will take place without the representative(s) of the member organization being present.

ARTICLE II

COUNCIL MEETINGS

Section 1. Agenda of Council Meetings. The Board of Directors, with input from the Executive Director and Voting Members, shall prepare an agenda of each meeting that it convenes of the Council and shall send such agenda to all Voting Members together with the notice of the meeting.

The agenda shall indicate the time and place of the meeting. When circumstances require, meetings may be held online. It shall also indicate the amount of time to be allotted for each item on the agenda, as well as a schedule of the meeting. Where possible, the agenda shall also indicate the action required for each item on the agenda (e.g., report, discussion, vote, etc.) and the importance of the action to be taken.

Voting Members shall have ten (10) days after the notice and agenda are sent out by the President or the Executive Director to request the President or Executive Director to add other points on the agenda, including time before or after the meeting for Voting Members to meet privately for discussions. In the event that Voting Members wish to have private time for discussions, they must provide with their request to the President or the Executive Director a list of the topics of discussion. Topics discussed during a private meeting shall be for consultative purposes only and shall not lead to a binding decision of the Council, unless confirmed by the Council in a subsequent ordinary or extraordinary meeting of the Council.

If additional points are added to the agenda, a new agenda shall be prepared and sent out, in the same manner as required for the notice, to all Voting Members of the Council at least one (1) week prior to the meeting.

At the beginning of each meeting, the agenda shall be presented to the Council and an opportunity shall be provided for members of the Council or the Board to make comments or suggest changes. After discussion, the Council shall approve the agenda for the meeting.

Section 2. Presiding over Meetings. The President of the Board shall preside over all meetings of the Council, including private meetings, unless the President is absent or chooses not to chair the meeting, in which cases, the President may designate an officer, a Board member or a non-Board member to take her or his place as the chairperson of the meeting, or in the absence of such a designation by the President, the remaining Board members present shall designate an officer, another Board member or a non-Board Member to preside over the meeting. The person taking the place of the President as chair of a meeting, shall only take over the role of presiding over the meeting and shall not take on other powers of the President, such as voting or casting the tie vote, unless these are otherwise expressly delegated and the person presiding is also a Voting Member of the Council. For the purposes of Sections 2 through 4 of this Article II of the Internal Regulations the term “President” shall refer to either the President of the Board or in her or his absence to the person designated to preside over the meeting.

Section 3. Rules of Order and Procedure during Meetings. During all meetings of the Council, anyone wishing to speak must raise her or his hand and wait for the President to call on him or her. One shall speak when called on by the President. The President shall strive to give everyone an opportunity to speak and shall call on people in the order in which they raised their hand, unless someone else has not yet had an opportunity to speak on the topic being discussed, in which case this person should be given preference. In online meetings, participants may provide their questions and comments verbally or in writing in the appropriate Q&A/Chat dialogue box of the platform being used.

Section 4. Voting during Meetings. At the beginning of each in-person meeting, the Board of Directors shall propose two (2) vote counters to count each item voted on during the meeting and shall submit the names of these persons to the Council for its approval. The vote counters may not be people who are participating in the vote (i.e., persons who are either the representative, staff, or otherwise affiliated with a member organization) or who otherwise have a personal interest in the outcome of the votes.

The Council may also appoint someone to serve as its representative to observe the work of the vote counters. For online meetings, a voting software will be used. The representative of each Voting Member will be sent an email with the login information. The Election Committee will oversee the voting process in case of Board Elections, and the President will oversee the voting process in all other cases.

There shall be three (3) ways of voting on items during in-person meetings of the Council. Guidelines on which method to use for specific situations are defined below. Where it is not specified in these guidelines, the Council will decide which method to use by hand vote. The three methods are described as follows:

a. Hand Vote

Any issue that is a matter of routine or of ordinary significance, which requires only a simple majority vote, shall be resolved by a hand vote. Examples of such matters include but are not limited to the following: approval of agenda, approval of change in the agenda (for example, timing for a break), approval of minutes, approval of annual report, approval of annual accounts, and authorizing the Board to submit the annual accounts late. For this type of vote, the number of votes will not be recorded in the minutes, only the final result.

Each voting member of the Council shall receive a card or other item, approved by the Board (“voting card”), to use for voting by hand. A member of the Council shall also receive a voting card for each other voting member who she or he represents by proxy.

At the time of voting by hand, each voting member shall hold up in the air the voting card(s) she or he wishes to be counted. The vote counters shall count the number of votes cast and shall report the results to the President. The President will always give an opportunity for members to indicate their agreement, disagreement or their abstention from voting. Only the decision shall be recorded in the minutes, for example:

- A majority of the Council agreed with the motion to...
- The Council unanimously agreed with the motion to....
- A majority of the Council did not agree with the motion to...
- The Council unanimously did not agree with the motion to..

b. Standing Vote

Any issue of importance or that requires a special majority according to the Statutes (e.g., two-thirds majority) shall be resolved by a standing vote. Examples of such votes include but are not limited to the following: approval of the strategy and approval of amendments to the Statutes or the Internal Regulations. This voting method is used when the number of votes for, against and abstaining from an item needs to be recorded in the minutes as an official record of the proceedings.

All those persons in favor of a resolution shall stand up. The President shall call one person standing in the back of the room to begin the counting. That person shall call out “One” and sit down. The next person shall then call out “Two” and sit down. The members shall proceed in this fashion until all persons are sitting and the votes are

thus counted. A voting member who is representing another member by proxy shall call out the appropriate number when it is her or his turn to sit down.

The same procedure is then followed for counting abstaining and objecting votes. The number of votes for, against and abstaining will be recorded in the minutes of the meeting.

c. Secret ballot

When the Council is being asked to elect persons to be on the Board of Directors or on a Committee, such election shall be by secret ballot. Other matters shall also be by secret ballot if the Council decides.

Each ballot shall be prepared in a manner approved by the Board, or in the case of Board elections by the Election Committee. Each ballot shall be marked with an ISSA mark in a color designed to avoid unauthorized duplication. The rules stated in Article III, Section 4 of the Internal Regulations of ISSA shall also apply to the elections of Board members and shall prevail over these rules where they are inconsistent.

Ballots shall be distributed and collected by the vote counters.

The vote counters shall count the votes cast on the ballots. The vote counters shall announce the results at a time designated by the President.

The final results for each candidate shall not be announced and shall remain confidential. Only the names of the candidates selected shall be announced.

Section 5. Minutes. The minutes of meetings shall contain a summary of the issue being discussed, a summary of the discussion and the final resolution. The minutes shall not identify each speaker's name, yet anyone wishing that her or his contribution be noted for the record may ask to have it so noted in the minutes.

The minutes shall not contain the exact number of votes cast on each item, except where required to ensure compliance with the law or a provision of the Statutes. Nevertheless, anyone wishing that her or his supporting, dissenting, or abstaining vote be noted for the record may ask to have it so noted in the minutes.

The minutes of each Council Meeting shall be sent out to all Council Members within one (1) month maximum after each Council Meeting. Council Members shall send to the Secretary of ISSA any comments on the minutes within 1 month maximum from the date which the minutes were sent to Council Members. The Secretary will send out all Council Member comments to the Council after the one (1) month period for comments expires. Council Minutes from the previous meeting will be formally voted on as the first order of business at every Council Meeting.

Minutes of each meeting shall be recorded in a register, verified by the Secretary of the Board of Directors, signed by the President of the Board of Directors and kept at the Secretariat office of ISSA at the disposal of the voting members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number.

The Council shall determine the number of persons that shall be elected to the Board of Directors. The Council shall decide at the Council meeting prior to the Board elections, whether to maintain, increase or decrease the number of Board members serving. For this purpose, the Council shall take into consideration the recommendations of the Board.

Section 2. **Board Matrix.**

The Board shall establish a **Board Matrix** that depicts skills, expertise and knowledge that will be substantially met collectively by a prospective Board of Directors. Once approved by the Council, the Board shall present further revisions to the Council for its approval at the Council meeting prior to the time at which the Board elections take place. The Board or Council may emphasize the importance that one or more skills may have at a given time to ISSA. The Matrix approved by the Council will provide the framework to develop the **Profile of Desired Board Candidates for the Vacant Seat(s)** before each election. The **Candidate Form** to be filled in by those running for a seat on the Board will be aligned with the Matrix. (See Annexes).

Section 3. Election Committee.

(a) **Composition and Selection.** An Election Committee shall be established and be composed of up to four (4) persons, as follows:

- i. one (1) person who is the representative of or an active participant in an organization that is a Voting Member of the Council;
- ii. two (2) persons who is the representative or an active participant in an organization that is a Voting Member, a Non-voting (Affiliate) Member or a person external to ISSA; and
- iii. one (1) person on the Board of Directors who will not serve in the following year on the Board of Directors.

The role of the Election Committee is to run the process for the election of Board members. The Committee will run the process according to the provisions in these Internal Regulations, working completely independently from the Board, the Secretariat and the Council.

Any person wishing to be considered for election to a position on the Board is not eligible to serve on the Election Committee.

The Board shall appoint the Election Committee after sending out a call for candidates to all member organizations, full and affiliate. This shall be done six (6) months prior to the Council meeting that will elect Board members or prior to the time when online Board Elections are scheduled to take place. To establish this Committee, the Board

will share the list of Committee members with the Council for ratification. A member of the Election Committee will serve for 1 year. The Board may decide to ask any member of the Election Committee to serve for one more year with a maximum of three consecutive years.

The Election Committee shall appoint its chairperson among its members, excluding the representative from the Board.

(b) Role of Election Committee. The Election Committee shall follow the steps for the Board Elections, as approved by the Council (outlined in the Annex). Specifically, the Committee shall:

- (i) consult with the Board to develop the Profile of Desired Board Candidates for the Vacant Seat(s) before each election;
- (ii) communicate to all Full Members and Affiliate Members the updated Matrix, the Candidate Form and the Profile of Desired Board Candidates for the Vacant Seat(s) along with a call for nominations for candidature for Board membership with a time limit and with information on the procedures for nomination;
- (iii) respond to inquiries from anyone potentially interested in becoming a candidate for the Board of Directors and provide them information to help them make their decision whether or not to run for a Board position;
- (iv) receive and review nominations from persons who nominate themselves or others for consideration as a candidate for a Board position with a view to ensuring that the nominated candidates fulfill the requirements set out in the Statutes, in these Internal Regulations as well as in the Profile of Desired Board Candidates for the Vacant Seat(s), and that candidates nominated by others are indeed willing to stand for election;
- (v) contact persons identified as being potential candidates, make inquiries regarding their interest in serving as a candidate for the Board of Directors, and provide them with the information needed to make their decision; share with them the Candidate Form to be filled in by candidates;
- (vi) use the Profile of Desired Board Candidates for the Vacant Seat(s), and taking into consideration the basic minimum criteria required of all candidates for a Board position, determine whether people nominated qualify to be named as a candidate for a position on the Board of Directors;
- (vii) make inquiries to those who nominated candidates or to candidates themselves to determine the suitability of a candidate for the relevant vacancy or vacancies;
- (viii) the Election Committee will select candidates from the list of nominees for election based on the Council-approved Matrix and the Profile of Desired Board Candidates for the Vacant Seat(s) to fill vacant positions for Board Members. The Election Committee has full authority to decide on the candidates selected to be put on the ballot. No appeal procedure applies. For each vacant position the Election Committee shall provide a maximum of 3 candidates. As a minimum the Election Committee shall ensure that there is at least 1 extra

candidate for the number of vacant seats; should there not be sufficient candidates, the Election Committee may decide to extend the period for nominations;

- (ix) inform all candidates about the decisions of the Election Committee, whether they are put on the ballot or not.

(c) Manner of Nominations. Nominations will be made in writing in a manner to be determined by the Election Committee. Nominations can be made by Full Members and Affiliate Members as well as by ISSA staff, ISSA Board Members, and others linked with the work of ISSA. Nominees must fulfill any criteria set out in the statutes, in these Internal Regulations as well as the Board Matrix, and do not need to be drawn from within Full Member or Affiliate Member organizations. Any nominations made in a manner that does not comply with the rules set out by the Election Committee shall be considered invalid.

(d) Information Provided by Candidates. All nominees who accept their nomination will submit the same information on the Candidate Form to the Election Committee. The Election Committee will screen and select those candidates that will be put on the ballot. The Election Committee, with the assistance of ISSA staff, will prepare the information on the selected candidates for display in the internal membership section of ISSA's website or any other password-protected space and distribute the information to all Voting Members in advance of the elections so that all Voting Members can review the information.

(e) Prohibition against Lobbying. No one (Voting Members, Non-Voting members or outside parties) may actively lobby for or against any nominated candidates at any time (i.e., before or during the election process, inside or outside of the annual meeting of the Council). Lobbying may lead to removal of the candidate from the ballot.

(f) Presentation of Candidates. The Election Committee will determine the manner in which the nominees are presented to the Council before the voting process. They may also decide on a process in which voting members may ask the candidates questions or otherwise engage in a discussion with the candidates. The Election Committee may decide to organize such communications via the Internet, in writing, in person, or a combination of the preceding and must ensure that all candidates have the same opportunity, either in person or through a representative designated by the candidate, to provide information to the voting members before the election.

(g) Resolution of Questions. Except as otherwise mentioned in the Internal Regulations, the Election Committee shall resolve any questions of interpretation or dispute concerning the application of the rules governing the nomination and the election of Board members.

Section 4. Election of Board Members.

1. **(a)** The Election Committee shall be responsible for preparing the ballot, in the manner determined by them to be the most fair and objective. Each ballot shall contain a stamp of ISSA or other identifying marks to ensure that each ballot is an official ballot. The Election Committee may take other measures to ensure that everyone is satisfied with the fairness of the procedures and shall explain such measures to the Council before the elections. The ballot will be adapted for the online voting platform, if the Board Elections are held online.
- (b)** The ballots shall contain the full list of candidates.

(c) The candidates that receive the highest number of votes shall fill the positions on the Board of Directors, provided that each candidate has received at least an absolute majority of the votes cast by the voting members of the Council present or represented at the meeting (i.e., one half or more of the votes cast).

(d) Before the elections, the Election Committee shall propose for the Council's approval the names of two (2) independent parties to count all the votes and determine the results.

(e) In the event that the number of Board member positions are not filled in the first round of elections (e.g., if the number required did not obtain an absolute majority vote of the votes cast by the voting members present or represented at the meeting), successive additional rounds shall be held until the number of positions is filled by a majority vote.

(f) During each successive round, the following rules shall apply:

- (i) A ballot will be prepared and will contain all the names of the candidates that obtained between 15% and 50% of the votes cast during the preceding round of voting. The rules described above in paragraphs (a) and (b) of this Article shall also apply to the ballots prepared and distributed during the successive rounds.
- (ii) Numbers will be rounded down when determining the percentage of votes obtained.
- (iii) All candidates obtaining at least an absolute majority (one half or more) of the votes cast will be elected to the Board of Directors. If the number of candidates elected during this round and all preceding rounds is greater than the number of remaining seats on the Board, then the successful candidates in the latest round with the highest number of votes will be declared elected members of the Board, along with the persons declared elected during the preceding rounds, and there will be no further rounds of voting, except as stated here below.
- (iv) If, however, there is more than one candidate with the same number of votes and there is not a position on the Board of Directors for all such candidates, there must be a successive round of voting only among these candidates, until it is determined who will fill the position(s) on the Board of Directors.

(g) The number of votes received by the candidates shall not be announced and shall be maintained confidential by the vote counters.

ARTICLE IV

POWERS OF BOARD OF DIRECTORS, OFFICERS, AND COMMITTEES

Section 1. Powers. The Board of Directors (the "Board") shall have general power to control and manage the affairs and property of ISSA in accordance with the purposes and limitations set forth in the Statutes of ISSA. The role of individual board members is outlined in an agreement which new board members shall be expected to sign upon joining the ISSA Board. A copy of a template of the current Board Member Agreement is attached hereto as **Attachment A**. The Board may agree to adapt the text of the Board Member Agreement, if appropriate and necessary, to suit the particular circumstances of a Board member.

Section 2. Description of Officers. The officers of ISSA may consist of a President, a Secretary, and a Treasurer, and such other officers with titles as the Board of Directors may determine. The Board may choose to appoint a Vice-President in order to safeguard continuity of knowledge transfer. All officers shall serve in their role both at meetings of the Council and at meetings of the Board of Directors. All officers shall be elected by and from among the members of the Board of Directors and shall serve at the Board's pleasure.

Section 3. President. The President shall preside at all meetings of the Board and of the Council. If the President is absent or chooses not to chair the meeting, the President may designate another officer, Board member or non-Board member to take her or his place as the chairperson of the meeting, or in the absence of such a designation by the President, the remaining Board members present shall designate an officer, another Board member or non-Board member to preside over the meeting. The person taking the place of the President as chair of a meeting, shall only take over the role of presiding over the meeting and shall not take on other powers of the President, such as voting or casting the tie vote, unless these are otherwise expressly delegated and the person presiding is also a voting member of the Board.

The President shall have and exercise general charge and supervision of the affairs of ISSA and shall do and perform other duties as the Board may assign to the President. In addition, the President, together with the Secretary, shall ensure the accuracy of the minutes of all meetings of the Board and the Council. The responsibilities of the President are outlined in **Attachment B**.

Section 4. Vice-President. The Vice-President shall assist the President, as requested by the President, in preparing and presiding over meetings of the Board and of the Council.

Section 5. Secretary. The Secretary shall:

(a) be responsible for ensuring, together with the President, the accuracy of the minutes of all meetings of the Council and Board, by carrying out the following steps:

- verifying the minutes of all meetings of the Council and Board, as they are prepared by the Executive Director or ISSA staff and sending them to the President for further verification;
- receiving comments made by interested parties (Board members for Board meetings; Board members and Council members for Council meetings) on the minutes circulated for initial review and comments and shall incorporate changes, as appropriate;
- distributing revised minutes to President for review and signature;
- ensuring review and approval by the appropriate body (i.e., Board or Council) at the next meeting of such body;

(b) assist the Executive Director, or ISSA staff, in ensuring that all notices and reports are duly given or filed in accordance with these Internal Regulations or as required by law; and

(c) in general, perform all other duties incident to the office of Secretary and perform other duties as the President, the Executive Director, or the Board may from time to time assign to the Secretary.

Section 6. Treasurer. The Treasurer shall:

(a) in general, perform such duties as the President, the Executive Director, or the Board may from time to time assign to the Treasurer;

(b) serve as the Board representative on the Audit Committee, and in such capacity, shall ensure the accuracy of the minutes of all meetings of the Audit Committee.

Section 7. Committees. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more standing or special committees or task forces, including, without limitation, an Executive Committee, to have and exercise the power and authority specified by the Board of Directors and permitted by law.

Each committee shall consist of more than one person and may include or be composed of non-members of the Board of Directors if the Board deems that such persons' expertise or resources are required.

Upon creation of the committee or task force, the Board of Directors shall either designate a person to serve as the chairperson or determine the procedure for appointing such a chairperson. The chairperson shall act as a liaison between the committee and the Board of Directors.

At each meeting of a committee, a majority of the members of the committee shall be present to constitute a quorum and at least one member designated by the Board of Directors shall be present to represent the interests of the Board. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

In addition to Committees, the Board may also appoint Regional Anchors, to act as focal points for ISSA's sub-regions, and to create better conditions for members' voice to be heard. Details on criteria for selection, responsibilities and other relevant information are outlined in the Regional Anchor Profile Document.

Section 8. Delegations.

(a) The Board of Directors delegates authority to the President and Vice-President acting jointly to take decisions concerning urgent matters between meetings. Any such decisions taken will be communicated to all Board Members.

(b) The President shall in addition take decisions requested by the Executive Director to assist her or him in the daily management and administration of ISSA or decisions needed to implement resolutions adopted by the Board.

Section 10. Program Committee.

(a) The Board shall establish a Program Committee in order to more actively involve Council members in the development of multi-year strategic plans and yearly program work plans. In deciding upon the process of setting up Program Committee, the Board will take into account priorities outlined in ISSA's three year strategic plan. The Committee will reflect the diversity and range of expertise available in the ISSA network. Details on responsibilities, criteria for selection and other relevant

information are outlined in the Program Committee Profile Document approved by the Board.

(b) The role and composition of the Program Committee will be revised by the Board as part of the multi-annual strategic review process.

Section 11. Membership Committee

(a) The Board shall establish a Membership Committee in order to contribute to network building; enhancing ISSA's internal communication; facilitating exchanges and shared learning among members; providing input in the process of surveying members and mapping members' needs; assisting the ISSA Secretariat in membership recruitment and offer support in retaining current members; supporting the Board and the Secretariat in conducting consultations with members on key issues; and advising on plans for Council Meetings and for professional development opportunities for members. The Board shall decide on the composition of the Membership Committee in a manner that reflects the changing composition of ISSA's membership. The Membership Committee should consist of three persons representing both Full and Affiliate Members as well as the geographical area of ISSA's membership.

(b) The role and composition of the Membership Committee will be revised by the Board regularly and not less than every three years.

Section 12. Honorary Board Members. The Board of Directors shall consider the following general criteria when deciding to appoint Honorary Board Members in accordance with Article 4.2.4 of the Statutes of ISSA:

(a) That the person is in a position to bring special resources to the support of ISSA in the furtherance of one or more of its goals and objectives. These resources may include, but are not limited to, financial, material or other support, or personal contacts;

(b) That the person can contribute special expertise or reputation in a field in which ISSA has or plans to have activities or programs.

ARTICLE V

OFFICERS

Section 1. Term of Office.

(a) Except as otherwise specified in the Statutes, the Internal Regulations of ISSA, or in the minutes of the meeting at which a Board member is elected, each Board member shall serve a term of three (3) years, which may be renewed for one consecutive term.

(b) All Officers shall serve for a term of three (3) years. The terms may be renewed once in the same office.

(c) Each Board member and Officer shall continue to hold office until her or his successor has been chosen and qualified or until the Board member's or officer's death, resignation, or removal.

(d) In the event that someone is elected to fill a vacancy in either a Board member's or an Officer's position, the person so elected shall take office effective immediately following the meeting at which she or he is elected.

Section 2. Resignations. Any Board member or Officer may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 3. Removal of Board Members. Pursuant to Article 4.2.7 of the Statutes of ISSA, the Board of Directors may propose to remove any Board member “for cause”. To remove a Board member appointed by the Council, the Board of Directors must submit a proposal of removal to the Council, as described here below. However, to remove an Honorary Board member appointed by the Board of Directors, no such approval by the Council shall be required. In both cases, the Board of Directors shall examine the facts and circumstances of each case to determine whether they justify the removal of one of its members. Set forth below is a nonexclusive list of examples of grounds constituting “cause” for removal:

- (a) Frequent absence from meetings of the Board of Directors and/or other manifestations of a lack of interest in or support of the Board of Directors’ efforts to exercise control and management over the affairs and property of ISSA in accordance with the Statutes of ISSA.
- (b) Conduct by the Board Member in question that gives the appearance of impropriety, dishonesty, incompetence, violation of confidentiality, drawing personal gain from being part of the Board or any act that damages ISSA’s reputation and professional standing .
- (c) Serious disregard for accepted international principles of organizational management, administration, and financial responsibility;
- (d) For Board members who represent Step by Step programs in a national territory or designated region, their lack of activity in or lack of membership in good standing of the Step by Step program in their country or region.

In the event that the Board of Directors proposes to remove a Board member originally appointed by the Council in accordance with the preceding paragraph, the Board of Directors shall put on the agenda of the next Council Meeting an item allowing the Board to explain to the Council the reasons for such removal and to seek the Council’s approval of such removal, after the Board member in question has had an opportunity to speak before the Council. Notwithstanding the preceding sentence, in the event that the Board of Directors proposes to remove two (2) or more Board members from the Board of Directors originally appointed by the Council, the Board of Directors shall be obliged to convene a meeting of the Council at which the Council’s approval shall be sought within six (6) months of the Board’s decision to propose the removal.

Between the meeting of the Board of Directors at which the Board decides to remove a fellow member (originally appointed by the Council) from the Board of Directors and the Council meeting at which the Council shall decide to approve such removal, the rights, privileges, duties and powers of the Board member in question of removal, including his or her rights, privileges, duties and powers as an Officer, shall be suspended. Should the Council not make a decision to remove the Board member within six months the suspension will be lifted.

In the event that the Board of Directors decides to remove an Honorary Board member originally appointed by the Board in accordance with the above, the Board of

Directors shall allow the Board member in question of removal an opportunity to be heard before the Board takes a decision.

Removal of a Board member in accordance with Article 4.2.7 of the Statutes and this Section 3 of Article V of the Internal Regulations shall also remove the Board member from any other office held by the same Board member in the Association, unless otherwise specified in the decision of the Board or of the Council relating to the said removal. This provision prevails over other language provided here below in Section 4 of Article V.

Section 4. Removal of Officers. Any officer elected or appointed by the Board may be removed as an officer by the vote of a two-thirds (2/3) majority of the Board at any meeting of the Board at which a majority of the Board is present or represented. Any removal decided in accordance with this Section shall only apply to the removal of the person from the office in question; the person shall remain a member of the Board of Directors unless the decision of removal expressly calls for the removal of the said person from the Board and the procedures set out in Article 4.2.7 of the Statutes and Article V, Section 3 of these Internal Regulations are also followed.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in the Statutes and in these Internal Regulations. In the event that the Board needs to decide whether or not to fill a vacancy, in accordance with Article 4.2.8 of the Statutes, on the Board of Directors until the next meeting of the Council, the Board shall consider, among other criteria, whether or not the Board continues to unite together the skills, experience and resources needed, in light of the most recently approved Matrix, to be able to work effectively as a Board and to pursue the goals and objectives of the Association, whether or not the Board continues to represent the main stakeholders and interests of the Association (e.g., Voting Members of the Association, Initiatives of the Association, etc.), the importance of the position(s) and offices to be filled, and the amount of time before the next meeting of the Council.

In the event that the vacancy on the Board is due to the removal by the Board of a fellow Board member pursuant to Article 4.2.7 of the Statutes, the person selected by the Board to fill any vacant Officer position shall add to her or his title the words “Acting” until the Council approves at its next meeting the removal of the Board member in question.

ARTICLE VI

RULES FOR HOLDING MEETINGS AND TAKING DECISIONS FOR BOARD OF DIRECTORS

Section 1. Notice of Meetings. Notice need not be given of ordinary meetings of the Board if the time and place of the ordinary meetings are fixed in advance by the Board. Notice of each extraordinary meeting of the Board must be given by the President or the Executive Director to each Board member not less than fifteen (15) calendar days before the extraordinary meeting, except in the case of urgency as described below. Notice may be in writing and sent by mail, electronic mail, courier

service or hand delivery addressed to each Board member at her or his address as it appears on the records of ISSA. Notice of an extraordinary meeting need not be given to a Board member who submits a signed waiver of notice before or at the meeting's commencement.

An extraordinary meeting of the Board of Directors may be convened by the President or the Executive Director whenever the interests of ISSA so require or upon written request of one-third (1/3) of the members of the Board of Directors. If the President or the Executive Director fails to convene an extraordinary meeting within ten (10) calendar days of receiving such written request, the group making the request may convene the extraordinary meeting and appoint a member to preside over the meeting and another member to prepare the minutes of the meeting.

In case of urgency, at least seven (7) calendar days of notice shall be given in the same manner as described above in this Section for extraordinary meetings. The term "urgency" shall be interpreted in light of the circumstances at hand.

Section 2. Place and Time of Meeting. Meetings of the Board shall be held at the location which is fixed by the Board, or, in the case of an extraordinary meeting, by the person or persons calling the extraordinary meeting. Board Meetings may also be held online.

Extraordinary meetings of the Board of Directors need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone, video conference, electronic mail, provided that sufficient notice is given to all members of the Board, together with an agenda and sufficient information to make a decision on the points listed on the agenda.

If an extraordinary meeting is to be held through written communication without an opportunity for oral debates, the notice of the meeting shall contain the reasons for holding the meeting in such manner. All resolutions adopted at an extraordinary meeting held in such a manner without the physical presence of the members will be subject to the ratification of the Board of Directors at its next meeting held in the Board members' physical presence.

ISSA Board meetings are open meetings unless a sensitive issue is discussed. The Board leads the discussions and has the authority to declare a meeting closed (call for an executive session) any time that is needed. Persons who are not members of the Board shall not sit at the table with the Board members or participate in discussions, unless invited to do so by the Board.

Section 3. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or the committee consent in writing, including any communication transmitted by postal service, electronic mail, or to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board or the committee shall be filed with the minutes of the proceedings of the Board or the committee.

Section 4. Quorum. The quorum specified in Article 4.2.16 of the Statutes refers to the number of members of the Board of Directors that shall be present or represented at a meeting for the members to validly deliberate and decide on business properly before it. Board members that are excluded from a meeting, or part of a meeting, due to a Conflict of Interest, as defined in Article XII of these Internal Regulations, shall be counted in determining the presence of a quorum at a meeting of the Board of Directors. Even if the quorum requirement is met, for any decision to be taken by the Board, at least three (3) members of the Board must participate in the vote, either in person or by proxy. If a quorum is not present at any meeting of the Board, a majority of the Board members present may adjourn the meeting, from time to time, without notice or announcement at the meeting, until a quorum is present.

ARTICLE VII

STAFF

Section 1. Executive Director.

(a) Selection Process. The Board of Directors shall establish open and merit-based competition procedures and ensure that they are followed when recruiting an Executive Director. When searching for a new Executive Director, the Board of Directors shall establish a Selection Committee and determine the composition and powers of such a committee. The Selection Committee shall be composed of at least three (3) persons, at least one (1) of whom shall be a person representative of or active in a Voter Member organization, and another one (1) of whom shall be President, Vice-President or a member of the Board.

The Selection Committee shall be charged with:

- assisting the Board of Directors develop procedures for recruiting and selecting the new Executive Director, including the criteria by which to evaluate the candidates;
- reviewing applications received and identifying candidates to be interviewed for the position;
- organizing and conducting interviews with candidates for the position;
- determining a list of finalists to be presented to the Board of Directors, along with criteria on which the Board may evaluate each candidate's merits; and
- any other duties that the Board of Directors decides to give to the Selection Committee.

(b) The Executive Director shall be charged with the administrative and executive management of the affairs of ISSA. The Executive Director shall perform tasks in six core areas of management and administration:

- Leadership
- Advocacy
- Program Planning and Management
- Operational Planning and Management
- Financial Planning and Management
- Human Resources Planning and Management

The Executive Director will serve as an ex-officio non-voting member of the Board and of the Executive Committee. The Executive Director will report regularly to the Board of Directors (providing quarterly financial reports and narrative reports at each meeting of the Board) and to the Council (annually).

The Executive Director shall perform her or his duties within the budgetary and other limits, including those submitted through instructions that the Board of Directors may from time to time communicate to the Executive Director.

The Board of Directors shall establish fair procedures and ensure that they are followed when terminating the employment of the Executive Director.

Section 2. ISSA Staff

The Board of Directors shall delegate to the Executive Director such authority as is necessary to recruit the persons needed to pursue the goals and objectives of ISSA. Notwithstanding the preceding sentence, the Board of Directors retains the authority to create positions within ISSA and to allocate funding in its budget to pay for the compensation and other benefits relating to those positions.

The Executive Director shall have full authority to recruit the persons she or he deems most suitable for positions to be filled and to remove them from their positions when she or he is no longer satisfied with their performance or for other non-performance related reason. The Executive Director shall ensure that open and merit-based competition procedures are established and followed to recruit all employees, consultants and other paid providers to ISSA of services or labor and that fair procedures are also established and followed to terminate such employees, consultants and other paid providers to ISSA of services of labor. Notwithstanding the above, the Board may request to participate, either by consultation or subject to its approval, in the selection and periodic evaluation process of managerial positions that it deems of particular importance (e.g., Deputy Director).

The Executive Director shall establish personnel policies and procedures, as well as procedures and policies for evaluating the performance of all staff members on a periodic basis, at least annually. Such policies and procedures shall be approved by the Board of Directors.

ARTICLE VIII

AUTHORITY TO REPRESENT AND BIND ISSA

Section 1. Representational and Signatory Authority. Pursuant to Article 4.2.19 of the Statutes of ISSA, the Board; the President and Secretary, acting jointly; or an Executive Committee composed of three or more Board members shall have the authority to represent and bind ISSA for all transactions and decisions falling within their powers as described in the Statutes.

Section 2. Delegation of Authority by Board. In addition, in accordance with Article 4.2.21 of the Statutes of ISSA, the Board of Directors may delegate some of its powers for specified purposes to one or several persons, who need not be a member of

the Board of Directors. A delegation of powers must be in writing and be signed in a manner required by Articles 4.2.19 and 4.2.23 of these Statutes.

Section 3. Verification of Authority. Before an authorized person acts to represent or bind ISSA, she or he shall ensure that she or he has the proper and necessary authority to act on ISSA's behalf.

Section 4. Manner of Acting. In order to determine the level of representation required for certain types of decisions, the following rules shall apply, until modified, to acts taken in furtherance of Article 4.2.19 of the Statutes:

(a) The Finance Manager alone shall have the authority to represent and accordingly bind ISSA for all transactions and decisions having a value of less than or equal to EUR 5,000.

(b) The Program Director alone shall have the authority to represent and accordingly bind ISSA for all transactions and decisions having a value of less than or equal to EUR 10,000;

(c) The President and the Executive Director acting alone, shall each have the authority to represent and accordingly bind ISSA for all transactions and decisions having a value of less than or equal to EUR 50,000;

(d) The President and the Executive Director acting jointly, shall have the authority to represent and accordingly bind ISSA for all transactions and decisions having a value of above EUR 50,000 **and** considered to fall under the daily management of an organization;

(e) The Board of Directors shall have the authority to represent and accordingly bind ISSA for all transactions and decisions falling within its powers as described in the Statutes;

(f) The Board may adopt a resolution designating one or more persons, whether or not they are also Directors, to act on the Board's behalf and accordingly bind ISSA for all transactions and decisions described in such resolution;

(g) Upon hiring a new Executive Director and upon election of new members to the Board of Directors, the Board shall review the limits and conditions established herein and either confirm or modify such limits and conditions.

Section 5. Delegation of Authority by Executive Director. In accordance with internal office regulations approved by the Board, the Executive Director of ISSA may delegate specific areas of her or his authority to represent and accordingly bind ISSA to members of ISSA's staff.

ARTICLE IX

BUDGET, ACCOUNTING AND AUDITS

Section 1. Development of the Annual Budget. ISSA's budget shall operate on a calendar year and be calculated in EUR. The annual draft budget shall be developed by the Executive Director, in accordance with ISSA's current strategic plan, as set out by the Board of Directors, and recent income and spending information. The draft budget shall then be submitted to the Board of Directors in advance of the annual Council Meeting, for the Board's modification and approval.

Section 2. Approval of the Annual Budget. At each year's annual meeting of the Council, the Board shall submit the budget for the following calendar year to the Council for its approval. The budget approved at the annual Council meeting shall become the official approved ISSA budget for the following year.

Section 3. Modification of the Annual Budget. The Board may during the course of the year modify the existing budget through a majority vote of Board members present or represented at a meeting where there is a quorum. Modifications to the budget approved during the year by the Board must be submitted to the Council at its next meeting for ratification.

Notwithstanding the preceding paragraph, the Executive Director may approve without prior approval by the Board or Council, all reallocations between existing budget lines of an amount equivalent to less than 10% of a given budget line. Any such reallocations must be presented to the Board at the next Board meeting and ratified by the Board. In no event may the Executive Director re-allocate program funds to cover administrative costs or increase her or his own salary, without prior approval by the Board of Directors. The ISSA Secretariat office shall document any budget modifications, by using a budget reallocation form, and keep such documentation with annual financial reports.

Section 4. Accountant and Auditor. (a) Accountant: The Board of Directors shall appoint an Accountant to maintain the financial records and accounts in accordance with the applicable laws in the Netherlands. For this purpose, the Executive Director or other appropriate staff of ISSA shall provide the Accountant with all financial and other documents that he or she needs to perform her or his bookkeeping and accounting tasks.

The Accountant shall provide reports to the Executive Director on a regular basis throughout the year and upon request to the Board of Directors. At the end of each financial year the Accountant shall prepare final accounts for the Executive Director and the Board to review and approve before submitting them to the Council.

(b) Auditor: The Board of Directors shall appoint an external Auditor to review and verify the accuracy and validity of ISSA's financial records and accounts. For this purpose, the Board of Directors, the Executive Director or other appropriate staff shall provide the Auditor with any financial or other documents needed for her or him to accomplish her or his auditing tasks.

(c) The Audit Committee shall assist the Board and the Council with any questions that they may have concerning the work of either the Accountant or Auditor and shall help ensure that there are no conflicts of interest preventing the Accountant or Auditor from performing their required tasks.

ARTICLE X

INDEMNIFICATION

ISSA may, in appropriate cases, indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Books and Records. ISSA shall keep correct and complete books and records of account of the activities and transactions of ISSA. The items to be kept shall include, but not be limited to:

- a copy of all current and former versions of the Statutes,
- a copy of all current and former versions of these Internal Regulations,
- all minutes of meetings of the Council, the Board and committees of the Board,
- all membership forms and other membership records
- all grants received and grants made, and
- all contracts, invoices, and other legal or financial records.

ARTICLE XII

CONFLICT OF INTEREST AND GIFT POLICY

The Board, officers, and staff of ISSA shall conduct ISSA's affairs in accordance with the following Conflict of Interest and Gift Policy drafted and approved by the Board of Directors.

Policy Statement

ISSA believes that the public purpose and tax-exempt status of charitable organizations imposes a special obligation for such organizations to maintain the public trust. Board members, experts, advisors, and senior staff of the International Step by Step Association ("ISSA") must conduct ISSA's affairs in the best interests of ISSA; avoid conflict, or the appearance of conflict, between their personal interests and those of ISSA; and ensure that they do not receive improper personal benefit from their positions. Accordingly, the Board has adopted the following Procedures to govern ISSA's decision-making processes. This Policy and these Procedures shall supplement the rules stated in Article 4.2.18 of the Statutes of ISSA. Moreover, Board members, experts, advisors, and ISSA staff of any level are subject to the gift policy set forth below.

Conflict of Interest Definitions and Procedures and Definitions

1. A. Definitions

The following Definitions shall apply for the purposes of understanding and implementing ISSA's Conflict of Interest Policy:

(a) **Trusted Party:** a Board member, expert, advisor, or staff member of ISSA, who is

in a trusted position in the association and expected to give objective and impartial advice to the association, while always keeping the best interests of ISSA in mind.

- (b) **Significant Related Party:** a Family Member, Friend, or Close Business Associate, as defined herein, of a Trusted Party.
- (c) **Family Member:** a parent, grandparent, spouse, sibling, child, grandchild, niece, nephew, or other “family relations” as this term might be understood in a modern society.
- (d) **Friend:** a person known well by a Trusted Party; a person toward whom a Trusted Party feels a certain duty of loyalty arising from their friendship; a person to whom a Trusted Party has emotional or amorous ties.
- (e) **Close Business Associate:** a person known well by a Trusted Party due to a financial or professional relationship existing between the two parties; a person in whose success a Trusted Party may have a personal financial interest; a person toward whom a Trusted party feels a duty of loyalty arising from their financial or professional relationship.
- (f) **Interest:** a Trusted Party has an Interest if, to her or his knowledge, the Trusted Party or the Trusted Party’s Significant Relation
 - is employed by and receives significant compensation from, or
 - holds a fiduciary or significant relationship, is a significant shareholder, or holds a senior position with,
 any entity or person with which ISSA is considering a transaction. An Interest may be either real or apparent.
- (g) **Organ of ISSA:** the Council, Board of Directors, a committee, or any other body of ISSA that
 - has power to take decisions that bind ISSA, or
 - makes recommendations to such decision-making bodies that take binding decisions, and
 - is in the process of considering a Transaction in which a Trusted Party or a Trusted Party’s Significant Relation has an Interest.
- (h) **Transaction:** an act or agreement, or several related acts or agreements, by which ISSA confers a financial or other benefit onto another party; grants and contracts.

2. Procedures

(a) Non-Staff Trusted Parties

Trusted Parties who are not staff members of ISSA shall disclose to the Organ of ISSA any Interest that she or he may have, or appear to have, with respect to a Transaction or decision being considered by such Organ of ISSA. The disclosure of an Interest may be made orally or in writing. The disclosure shall include a summary of the nature of the Interest.

Unless the Organ of ISSA requests such Trusted Party’s presence, the Trusted Party with an Interest shall recuse herself or himself from the discussion and consideration by the Organ of ISSA of the relevant Transaction. In no event shall a Trusted Party with an Interest vote on Transactions in which she or he has an Interest.

The nature of the Interest and the Trusted Party’s recusal, or the Organ of ISSA’s determination not to recuse the Trusted Party, shall be recorded in the appropriate minutes.

Trusted Parties who disclose an Interest shall be counted in determining the presence of a quorum at a meeting of the Organ of ISSA that authorizes the Transaction.

(b) Staff Trusted Parties

Trusted Parties who are staff members of ISSA shall disclose to the Executive Directors of ISSA any Interest that she or he may have, or appear to have, with respect to a Transaction or decision being considered by ISSA. The disclosure of an Interest may be made orally or in writing. The disclosure shall include a summary of the nature of the Interest.

Unless the Executive Director otherwise requests, the Trusted Party with an Interest shall recuse herself or himself from the discussion and consideration by ISSA of the relevant Transaction. In no event shall a Trusted Party with an Interest participate in a decision concerning Transactions in which she or he has an Interest.

The nature of the Interest and the Trusted Party's recusal, or the Executive Director's decision not to recuse the Trusted Party, shall be recorded in the appropriate minutes.

(c) Class exception

The procedures described in paragraphs (a) and (b) above shall not automatically apply in situations where decisions are made that affect an entire class of parties. For example, when the Board of Directors needs to discuss and decide the membership fees that will apply for the following year, or privileges or financial support available to all Voting Members, Voting Members who serve on the Organ of ISSA do not need to recuse themselves from the discussion or decision where the decision will apply indiscriminately to the entire class of membership to which they belong.

In order to ensure the full confidence and trust of the public, in cases of doubt regarding application of this Conflict of Interest Policy, Trusted Parties are encouraged to disclose to an Organ of ISSA an Interest that they may have in order that the Organ of ISSA can collectively decide whether or not the Trusted Party should recuse herself or himself from the discussion and decision-making process.

Gift Policy

1. Gifts Received.

No Trusted Party of ISSA shall accept payments for expenses associated with ISSA-related travel, meals, or other professional activity from actual or potential grantees or suppliers of ISSA. Nor shall any Trusted Party accept a gratuitous payment or article of monetary value from actual or potential grantees or suppliers of ISSA, except:

- (a) gifts presented to ISSA where the recipient is representing ISSA and thereafter presents the gift to ISSA, or
- (b) gifts that are motivated solely by a family or personal relationship, but are in no way connected with the recipient's official ISSA duties.

In general, a recipient should make every effort to decline to accept gifts on behalf of ISSA, but, in cases where it would be considered ungracious to do so, should make clear that the gift is being accepted on behalf of, and will be given to, ISSA.

2. Gifts Made

ISSA shall not make gifts to any person, organization, institution or other body, whether governmental or non-governmental that is involved in any way in decisions to authorize a contract, grant or other transaction with ISSA.

This prohibition shall not apply to gifts that are motivated solely by a family or personal relationship, but are in no way connected with the recipient's official duties.

ARTICLE X

AMENDMENTS

The Board may amend or repeal these Internal Regulations at any meeting of the Board at which a quorum is present, by a vote of a majority of the directors present or by unanimous written consent of the Board.

Latest revised: March 2023

ANNEXES:

- **Board Matrix**
- **Candidate Form**
- **Steps in the Process of the ISSA Board Elections**