



INTERNATIONAL VA'A FEDERATION

BYLAWS

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Bylaws of the International Va'a Federation

1. NAME

The name of the corporation is the international Va'a Federation (IVF) and is established as a nonprofit company.

2. OFFICES

2.1 The registered office shall be in the City of Wilmington, New Castle County, Delaware, United States.

2.2 The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may, from time to time determine, or the business of the Corporation may require.

3. INTERPRETATION

3.1 In these bylaws, unless the context otherwise requires:

"AGM" means the Annual General Meeting of the IVF;

"Board" means the Board of Directors of the IVF elected under section 11;

"Committee" means a Committee designated under section 15;

"Corporation" means the IVF and the term "Organization" shall have a corresponding meaning;

"Director" means a Director of the Board elected under section 11 and includes the Executive Officers;

"Executive Officers" means the President, Vice President, Secretary General and Treasurer.

"Fiscal year" means the Fiscal Year set out under section 18.3;

"Good cause" means legally adequate or substantial grounds or reasons (dependent upon the circumstances of each case) to take the action of suspending or cancelling a Member's membership under section 8;

"IVF" means the International Va'a Federation;

"Meeting" or "Meetings" means any regular or special meetings called in accordance with these bylaws.

"Member" means a national governing body for va'a representing a country, nation or territory as recognized by the IVF pursuant to these bylaws. A country, nation or territory can only be represented by one national governing body.

"Membership" means all the Members of the IVF;

"National Governing Body" means the association or federation responsible for the sport of va'a in a country, nation or territory;

"Ordinary resolution" means a resolution passed by a majority of votes cast;

"Proxy" means the written authority given by one member to another to act or vote in place of that member in a meeting, which has been accepted by the Board;

"Special Resolution" mean a resolution passed by a two-third of votes cast by the Membership;

"Va'a" means the sport and culture of va'a, also known as but not limited to, outrigger canoe, wa'a hoe, waka ama, oe vaka and wa'a.

4 PURPOSE AND VALUES

4.1 The purpose of the IVF shall be:

- (a) To govern the practice of the sport of va'a in the best interest of our Membership,
- (b) To develop, educate, promote and encourage the practice of the sport of va'a for competitive and recreational purposes throughout the world,
- (c) To create and foster friendship among the va'a community being all people who practice the sport of va'a,
- (d) To establish, deliver and enforce regulations for IVF sanctioned events,
- (e) To perpetuate the cultural identity and practices of the sport of va'a,
- (f) To establish pathways for va'a competition at the highest level.

4.2 The IVF will carry out its purposes:

- (a) With integrity, honor and transparency,
- (b) Making decisions that are in the best interest of all Members of the IVF through the principles of good governance including trenchancy and accountability for its actions,

- (c) Respecting all cultures and traditions of va'a,
- (d) In the spirit of friendship and understanding, respecting the past and provide vision for the future.

5. POWERS

5.1 Except as restricted by law and any provisions of these bylaws, the IVF has full power, jurisdiction and authority to carry out its purposes. Such powers include but are not limited to:

- (a) To incorporate and manage the funds and any assets and liabilities of the organizations;
- (b) To make, alter, rescind and enforce bylaws, regulations, policies, and procedures of every type and subject matter for the governance, management and operation of the affairs of the IVF;
- (c) To subscribe to, affiliate, amalgamate or become a Member of, and/or cooperate with any association, club or organization, whose objectives are similar in whole or in part to those of the organization;
- (d) To promote and advance the sport of va'a, including printing and/or publishing in any newspapers, periodicals, books, newsletters or leaflets, utilizing radio, television or electronic mediums or the internet or any other medium that the organization may think desirable for the promotion of its objectives or purposes;
- (e) From time to time to fix the annual membership subscription and to collect and receive money or funds by way of subscription, as well as, contribution, donation, legacy or grant or any other lawful method, and to accept and receive gifts of property of any description for or towards all or any of the purposes of the organization;
- (f) To contract, engage or otherwise make any arrangements with any person to fulfill the purposes or objectives of the organization;
- (g) To do all such things as are incidental or conducive to the attainment of the purpose or objectives of the organization;
- (h) To amend these bylaws in accordance with section 19.
- (i) To determine IVF membership and member status and entitlements, including the addition, suspension and sanction of its members, and to restrict or condition members as needed.

- (j) To arbitrate disputes between/among members, and to adjudicate violations, by members, of the rules, policies and values of IVF in accordance with the spirit and practice of the sport of va'a.
- (k) To enforce any disciplinary actions, penalties or sanction of members, and to conduct any appeals to the adjudication or enforcement of such actions.

6. THE ORGANIZATION

6.1 The IVF shall consist of:

- (a) The Board of Directors;
- (b) Membership; and
- (c) Committees designated by the Board under section 15.

7. LANGUAGE

7.1 The official language of the IVF is English.

7.2 All official IVF documents shall be produced in English. Should a Member provide documents to the IVF that are not in English, they shall further provide an accompanying certified English translation of such documents.

7.3 At all meetings of the IVF, Members are entitled to speak in their own language provided that a competent interpreter translates their speech into English.

8. MEMBERSHIP

8.1 Eligibility

- (a) Membership may be granted to a national body of va'a.
- (b) Notwithstanding paragraph (a) and the definition of "Member", the IVF recognizes, as a member, Hawai'i.

8.2 Application for Membership

- (a) Application shall be made by the national governing body to the Board through the Secretary General and shall include:
 - i. the name of the governing body;
 - ii. information regarding the applicant's legal status (including a copy of the Certificate of Incorporation or similar legal document under which it has been established), its organization structure, membership and va'a race calendar;
 - iii. a copy of its constitution, chapter or bylaws;

- iv. a letter of support from a government or sports organization who can confirm or verify that the application is the national governing body;
 - v. any other information that may be requested by the Secretary General or the Board.
- (b) The application shall be reviewed by the Board who shall take into consideration the status of the applicant and the sport of va'a in the country or territory.
 - (c) Approval of the application shall be by way of ordinary resolution by the Board. Membership shall be confirmed once the applicant has paid the required membership fees.

8.3 Withdrawal of Members

- (a) Any member wanting to withdraw from the IVF may do so by giving the Board notice in writing, addressed to the Secretary General. There will be no reimbursement of membership fees when a Member withdraws from the IVF.
- (b) Should a past Member of IVF want to reapply for membership, it shall do so in accordance with the provisions of section 8 and shall be subject to the same process and fees as a new member application.

8.4 Dues and Fees

- (a) Dues are payable on the first day of the fiscal year. The Board shall set the dues of the Membership and penalties for late payment.
- (b) Members will be deemed in good standing if all dues, fees and any other amounts owed to the IVF are paid in full. Where a Member does not have good standing due to any outstanding payments, that Member shall not be entitled to any rights or privileges of Membership including the right to vote or be represented at any meeting of the IVF until all monies owed have been paid.

8.5 Sanction and Suspension of a Member by the Membership.

- (a) The Membership, at any time, may discipline a Member for good cause by Special Resolution. The Member in question must be provided the specifics of the allegations and be given the opportunity to address the allegations against it in accordance with paragraph (b).
- (b) Where an allegation has been made or brought to the attention of the Board that a Member has breached any provision of these bylaws or has acted contrary to any requirement of the Board, the Board must first notify the Member and endeavor to address the issue with the Member (including all rights or privileges of Membership) while the Board further

investigates the allegation. If the Board concludes the allegations are substantiated, it shall give notice in writing to the Member, directing the Member to take actions to cease or remedy the situation. Should the Member fail to comply, the matter shall be brought before the Membership with a proposal to sanction or suspend its Membership.

9. MEETINGS OF MEMBERS

- 9.1 All meetings of the Members for election of Directors shall be held in Wilmington, Delaware, at such place as may be fixed from time to time by the Board, or at such other place, either within or without Delaware as shall be designed from time to time by the Board and stated in the notice of the meeting. Meetings of Members for any other purpose may be held at such time and place, within or without Delaware, as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof. Annual meetings of the members shall be held at a time and place as approved by the Board.
- 9.2 Written notice of the general meeting stating the place, date and hour of the meeting, shall be given to each member of the Corporation not less than ten nor more than ninety days before the date of the meeting.
- 9.3 The officer who has charge of the Member ledger of the Corporation shall prepare and make, at least ten days before every meeting of Members, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the details of each Member. Such list shall be open to examination by any Member for any purpose germane to the meeting, The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present.
- 9.4 Special meetings of the Membership, for any purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President and shall be called by the President or Secretary General at the request in writing of a majority of members. Such request shall state the purpose or purposes of the proposed meeting.
- 9.5 Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting, to each member entitled to vote at such meeting.
- 9.6 Business transacted at any special meeting of Members shall be limited to the purpose stated in the notice.
- 9.7 A majority of the Members who are entitled to vote and are present or in person or represented by proxy, shall constitute a quorum at all meetings of Members for the transaction of business except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote

thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than thirty days, or if after the adjourned meeting shall be given to each member on record entitled to vote at the meeting.

- 9.8 When a quorum is present at any meeting, the vote of the holders of a majority of Members present, in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such questions.
- 9.9 Each member who is in good standing:
- (a) shall have one (1) vote;
 - (b) is entitled to vote on all items of business at an AGM or meeting for which a vote is called;
 - (c) is entitled to vote in the election of Directors;
 - (d) may either vote in person through its representative or proxy. A member may carry only one (1) proxy.
- 9.10 Whenever the vote of Members at a meeting is required or permitted to be taken, for or in connection with any corporate action by a provision of the statutes, the meeting and vote of Members may be dispensed with if all of the Members who would have been entitled to vote upon the action in such meeting consent in writing to such corporate action being taken, or if the Certificate of Incorporation authorized the action to be taken with the written consent of less than all of the Members who would have been entitled to vote upon the action if a meeting were held, then on the written consent of the Members having not less than such percentage of the Members as may authorize in the Certificate of Incorporation; provided that in no case shall the written consent be by the Members having less than the minimum percentage of the vote prompt notice must be given to all Members of the taking of corporate action without a meeting and by less than unanimous written consent.
- 9.11 In the event of a tie vote at a meeting of the Members, the President may cast the deciding vote, except in elections or matters of member discipline.

In elections:

- (a) When an election results in a tie, a new election will be held with Members required to cast another vote.
- (b) If a tie remains in a single member office, the field of candidates will be narrowed to those who are tied, and a new election will be held

with these remaining candidates. If a tie still remains after the second ballot, the election shall be decided by a coin toss.

- (c) If a tie results in a multi-member office, e.g. Director, the following will apply:
 - i. If any candidate receives the most votes (i.e. there is not a tie), he or she will be declared the winner of that office.
 - ii. If the candidate with the next highest vote count is not tied with another, he or she will be declared the winner of that office and so on down the results until the tied candidates are encountered.
 - iii. The field of candidates having been narrowed to those who are tied will face each other in a new election.
 - iv. If a tie still remains after the second ballot, the election shall be decided by a coin toss.

In matters of Member discipline:

- (a) In the event of a tie vote relating to discipline of a member, the motion is lost.

9.12 Meetings of the International Va'a Federation shall be conducted in accordance with the International Va'a Federation Meeting Procedures (see Appendix 1 to these bylaws).

10. MEMBER REPRESENTATION

10.1 Each Member shall appoint one representative to attend the AGM or meetings and exercise its vote.

10.2 Notification of any change of Member representative shall come from the Member's President or other empowered executive officer.

10.3 If a Member's representative is unable to attend an AGM or meeting, he or she shall notify the Secretary General in writing and further advise the name of the representative attending in his or her absence.

11. BOARD OF DIRECTORS

11.1 The number of Directors constituting the Board shall be eight (8) and include the Executive Officers being the President, Vice President, Secretary General and the treasurer. At the 2024 election, the total number of Directors constituting the Board will reduce from eight (8) to seven (7).

11.2 Directors shall be elected by the Membership at an AGM by ordinary resolution of those Members present who are in Good Standing; and hold term for four (4) years unless otherwise stated (see Appendix 2 to these bylaws). All Directors are eligible for re-election.

- 11.3 From 2026 the election of Members of the Board of Directors shall be staggered in 2-year intervals. The President, Treasurer and two Director positions shall constitute one election cycle. The Vice President, Secretary General and one Director position shall constitute the other election cycle.
- 11.4 The outgoing office holders shall provide such assistance to the new office holders as may be reasonably required to affect an orderly handover of responsibilities in accordance with IVF's handover policy.
- 11.5 At no time shall an Executive Officer positions remain vacant. In the event of a vacancy, the Board shall appoint one of its Members to fill the position until the next AGM.
- 11.6 Nomination of candidates shall be received by the Secretary General from Member representatives thirty (30) days prior to the election date, and no nomination can be accepted from the floor during the meeting.
- 11.7 A Director is deemed to have vacated the Board upon:
- (a) Being adjudicated bankrupt;
 - (b) Being declared of unsound mind;
 - (c) Resigning under section 11.9 or retiring from the Board or their term of appointing expiring;
 - (d) Being convicted of a serious criminal offence or being sentenced to imprisonment;
 - (e) Dying;
 - (f) Failing to attend 3 consecutive Board meetings;
 - (g) Being removed in accordance with section 11.10.
- 11.8 Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the Directors then in office, though less than a quorum, or by the sole remaining Director, and the Directors so chosen shall hold office until the next AGM. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute. If, at any time of filling any vacancy or any newly created directorship, the Directors then in office shall constitute less than the majority of the whole Board (as constituted immediately prior to any such increase), the Court of Chancery of the State of Delaware may, upon application of any Member or Members holding at least ten (10) percent of the total Members having the right to vote such Directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the Directors chosen by the Directors then in office.
- 11.9 The business of the Corporation shall be managed by its Board, which exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these bylaws directed or requested to be exercised or done by the Members.

- 11.10 A Director of the Corporation may resign at any time by giving notice to the Board, the President or the Secretary General of the Corporation. Such resignation shall take effect on the date of receipt of such notice, or at any time later, specified therein; and unless otherwise specified therein, the acceptance of such resignation, shall not be necessary to make it effective.
- 11.11 A Director or Executive Officer may be removed, with cause, from their office by the affirmative vote of the holders of a majority of all Members entitled to vote, at any annual meeting or at a special meeting of the Members called for such purposes.
- 11.12 Every member of the Board shall be indemnified by the IVF against reasonable liabilities incurred in connection with any proceedings of whatever nature in which the Director or Executive Officer is involved due to being a Director or Executive Officer, unless willful misconduct or willful negligence towards the IVF is adjudged in the proceeding.

12. MEETING OF THE BOARD

- 12.1 The Board may hold meetings, both regular, and special, either within or outside of the State of Delaware.
- 12.2 Regular meetings of the Board may be held without notice at such time, and at such place, as shall, from time to time be determined by the Board.
- 12.3 Special meetings of the Board may be called by the President upon thirty (30) days written notice to each Director. Special meetings shall be called by the President or Secretary General on like notice, on the written request of two Directors.
- 12.4 At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting shall be the act of the Board of Directors, except as may be otherwise specially provided by a statute, or by the Certificate of Incorporation. If a quorum shall not be present, the Directors present may adjourn the meeting from time to time without notice, other than announcement at the meeting, until the quorum shall be present.
- 12.5 Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board or of any Committee, may be taken without a meeting if all members of the Board or Committee, as the case may be, consent there, too, in writing, such a written consent, to be filed with the minutes of proceedings of the Board or Committee.

13. FUNCTIONS AND PROCEEDINGS

- 13.1 Directors are required to represent a wider view than merely representing the interests of the country or jurisdiction they come from and in exercising their

representative votes, they shall consider the interest of the sport of va'a throughout the entire world as a whole.

13.2 Each Director has one (1) vote on all items of business before the Board for which a vote is called, and the President shall have an additional casting vote in the event of an equality of votes unless otherwise stated.

13.3 The Board shall make available its schedule of meetings to the IVF Membership and may allow non-voting observers and technical advisors to attend any meeting and may determine, on a case-by-case basis, whether or not such persons will be permitted to take part in any discussion.

13.4 The Board shall establish the fiscal policies of the IVF and ensure that they are carried out.

14. EXECUTIVE OFFICERS

14.1 President

(a) The President shall be the Chief Executive Officer of the organization and shall:

- i. Preside over all meetings of the Membership and the Board;
- ii. Have general and active management of the business of the organization, and
- iii. see that all orders, policies and resolutions of the Board are carried out into effect.

(b) The President shall, with the Board approval, execute bonds, mortgages and other contracts, except as required or permitted by law, to be otherwise signed and executed, and accept where the signing and execution thereof shall be expressly delegated by the Board to some other officer, or agent of the organization.

(c) The President shall have such powers and duties as are given in these bylaws and as may be assigned by the Board or the Membership.

(d) Where the President:

- i. is unable to attend or chair a meeting, or
- ii. is unable or refuses to act on any decision of the Board, the Vice President will chair the meeting or carry out the duties of the office until such time as the President is able to take up his or her duties. The Vice President acting in the place of the President under this section shall have all the powers of the President and be subject to all the same restrictions imposed on the President by or under these bylaws.

14.2 Vice President

- (a) The Vice President shall:
 - i. assist the President and Board of Directors to design the organization's overall mission, values and strategic goals;
 - ii. attend all meetings of the Board of Directors and Membership;
 - iii. assume the duties of the president as set forth in 14.1 d, and
 - iv. carry out other duties as may be assigned by the Board of Directors.

14.3 Secretary General

- (a) the Secretary General shall be the administrative Director of the IVF, and shall be responsible for carrying out such duties as set out by these bylaws, and as may be requested from time to time by the board in furthering the purposes of the IVF.
- (b) The Secretary General shall:
 - i. attend all meetings of the Board and the Membership; and
 - ii. record all proceedings of the meetings;
 - iii. perform like duties for the Committees when required;
 - iv. give or cause to be given notice of all meetings of the Membership and of the Board, and
 - v. perform such other duties as may be prescribed by the Board and/or the President, under whose supervision he or she shall be.
- (c) The Secretary-General will hold and make available to the Members and to any other person as directed by the Board:
 - i. these bylaws;
 - ii. the IVF Race Rules;
 - iii. the race results for IVF-sanctioned events, and
 - iv. all reports and other correspondence of the IVF, including but not limited to minutes of Board meetings and Membership rosters.

14.4 Treasurer

- (a) The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in booking belongings to the corporation, and shall deposit all monies and other valuable effects in the name, and to the credit of the corporation, and such depositories, as may be designated by the Board.
- (b) The Treasurer shall disperse the funds of the corporation, as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, or when the Board so requires, an account of all transactions, as Treasurer, and of the financial condition of the corporation.

- (c) Oversee the lodging of the US tax filings and returns.

15. COMMITTEES

15.1 There shall be the following standing Committees:

- (a) Technical Committee
- (b) Bylaws Committee
- (c) Race Rules Committee
- (d) Medical Committee
- (e) Para Va'a Committee
- (f) Sport Development
- (g) Nominations and Elections Committee
- (h) Audit Committee

15.2 The Board may by ordinary resolution designate one or more committees and determine or approve a committee's terms of reference. For the avoidance of doubt, committees are consultative bodies directed by the Board.

15.3 Committees shall report back to the Board and/or the Membership on any matters referred to it, including any recommendations to be considered by the Board for ratification.

15.4 Each Committee shall keep regular minutes of its meetings and report the same to the Board.

15.5 Composition of Committees

- (a) Each Committee shall be composed of a minimum of three (3) voting members and a maximum of five (5) voting members, including:
 - i. the President, who may be an *ex officio*, non-voting member;
 - ii. one or two Directors, and
 - iii. Committee Members proposed by a Member as having expertise in the activities of the Committee.
- (b) Committee members including Chairs shall serve four (4) year terms, and may be re-appointed.
- (c) The Chair of a Committee shall be nominated by a vote of the Committee Members and referred to the Board of Directors for approval/confirmation. Should the Board of Directors not approve the nomination, the Committee will elect a new nominee.

- (d) The members of a committee may, but need not, hold other IVF positions.

15.6 Proceedings of Committees

- (a) Committees shall meet at least once a year, in conjunction with a Board meeting or at another time.
- (b) Committees are encouraged to conduct work throughout the year.
- (c) At any meeting of a Committee, any Director, member of another Committee or Member representative may attend the meeting as a non-voting participant, the extent of such participation being at the Chair's discretion.
- (d) The Committee Chairs shall lead and control the Committee and are responsible for keeping the Secretary General informed.

15.7 Removal of a Committee Member

- (a) A Committee member is deemed to have vacated their position under the same rationale outlined in Bylaw 11.6.
- (b) A Committee member may be removed by a majority vote of its Committee's members. That vote must then be presented to the IVF Board. The Committee and the Committee member in question must have the opportunity to state their position to the IVF Board, before the IVF Board makes a final decision on their possible removal from the Committee.

16. NOTICES

- 16.1 Whenever, under the provisions of the statutes or the Certificate of Incorporation or of these bylaws, notice is required to be given to any Director or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, addressed to such Director or Member, at his address as it appears on the records of the Corporation. Notice to Directors may also be given by way of electronic transmission.
- 16.2 Whenever any notice is required to be given under the provisions of the statutes or the Certificate of Incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

17. MEMBERSHIP CERTIFICATES

- 17.1 Every member in the Corporation shall be issued a Membership Certificate, signed by, or in the name of the Corporation, by the President or the Treasurer, or the Secretary General.

- 17.2 Where a certificate is countersigned:
- (a) by transfer agent other than the Corporation or its employee, or
 - (b) by a registrar, other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

17.3 Lost Certificates

The Board may direct a new certificate to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of the fact by the person claiming the Membership certificate to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his/her legal representation, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

17.4 Transfer of Membership Certificate

Upon surrender to the Corporation or transfer agent of the Corporation of a Membership certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

17.5 Transfer Agent and Registrar

The Corporation may, if and whenever the Board shall so determine, maintain one or transfer offices or agencies within, or without the State of Delaware, each, in charge of a transfer agent or agents designated by the Board, where Membership certificate of Corporation shall be directly transferable, and also one or more registry offices, each in charge of a registrar, or registrars designated by the Board, where such Membership certificates shall be so registered, and no certificate of membership in the Corporation, in respect of which a transfer agent or registrar, shall have been designated, shall be valid unless counter signed by such transfer agent and registered by such registrar.

17.6 Transfer Agent and Registrar Notice

In order that the Corporation may determine the members entitled to notice of, or to vote at any meeting of the Members, or any adjournment there of, or to

express consent to corporate action in writing without a meeting, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days prior to any other action. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

17.7 Registered Members

The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the Member, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of a Membership certificate, and shall not be bound to recognize any equitable or other claim to or in interest in such Membership certificate on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

18. GENERAL PROVISIONS

18.1 Annual Statements

The Board of Directors shall present at each AGM, and at any special meeting of the Members when called for by vote of the Members, a full and clear statement of the business and condition of the Corporation.

18.2 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officers or such other person or persons as the Board of Directors may from time to time designate.

18.3 Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors and is currently set for the calendar year, January 1 to December 31.

18.4 Seal

A corporate seal is not required, but if the Corporation desires to use a corporate seal it shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing a facsimile thereof to be impressed or affixed or reproduced or otherwise.

19. AMENDMENTS

19.1 These bylaws may be altered, amended or repealed or new bylaws may be adopted by the Members in accordance with this clause.

- 19.2 Amendments to these bylaws may be offered by any Member of the organization, who shall prepare the amendments in proper form and submit them to the Secretary General, who shall submit them to all members of the board and the rest of the current membership in good standing at least thirty (30) days prior to the date of the annual meeting. This notice shall show the present text and proposed amendments.
- 19.3 These bylaws may be amended by two-thirds (2/3) vote of the entire Membership present and represented by proxy at the AGM.
- 19.4 These bylaws may only be amended at the AGM of the Membership.

20. DISSOLUTION

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes, with the meaning of section 501(c)(3) of the internal revenue code, or a corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for public purpose.