



FEDERATION OF AFRICA

INTERNATIONAL LIFE SAVING FEDERATION - AFRICA

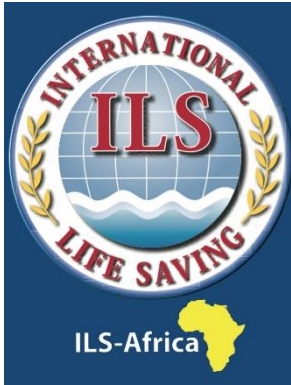

BYE-LAWS

These Bye-Laws have been created under the authority of the ILS-Africa Constitution.

A Glossary of used terms is given in APPENDIX A.

1. GENERAL PROVISIONS

- 1.1. The legislation of ILS-Africa consists of the ILS-Africa Constitution and Bye-Laws, approved by the General Assembly.
- 1.2. If any provision or phrase of these Bye-Laws is determined to be invalid or unenforceable under any law or government regulation the ILS-Africa is obliged to follow, it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of the Bye-Laws or affect the validity or enforceability of any provision in any other jurisdiction.
- 1.3. Where there are discrepancies of interpretation between languages, English shall be the reference language.
- 1.4. Words importing the singular include the plural and vice versa; words importing any gender include the other gender.
- 1.5. The ILS-Africa logo and other intellectual property are the property of the ILS and ILS-Africa and cannot be used by any organisation or individual without the prior written approval of the ILS-Africa Secretary General unless otherwise approved by written policy. Member organisations have the right to use the logo and intellectual property for their activities.
- 1.6. The logo of ILS-Africa is as follows:

Logo in Colour	Logo in Black and White
 <p style="text-align: center;">FEDERATION OF AFRICA</p>	 <p style="text-align: center;">FEDERATION OF AFRICA</p>

2. MEMBERSHIP

- 2.1. Membership in ILS-Africa shall be available to African national and other non-profit organisations and to individuals which pursue all or some of the Objectives, and which are recognised by ILS-Africa and which agree to uphold the Objectives and comply with the ILS-Africa legislation.
- 2.2. The categories of membership, together with rights and obligations connected with the respective category of membership, shall be the same as for the ILS and are detailed in Chapter 2 of the ILS Bye-Laws.

3. GENERAL ASSEMBLY

3.1. Calling of an ILS-Africa General Assembly

- A. The date and venue of a General Assembly shall in principle be determined by the previous General Assembly or by the Board of Directors.
- B. The calling of the General Assembly is made by the notice of meeting that includes the date and the place of the General Assembly as well as the draft agenda and any other such information considered necessary and useful.

3.2. Agenda

- A. All matters to be placed on the Agenda of the General Assembly must be submitted to the ILS-Africa Secretary General at least two months before the date fixed for the session.
- B. If it is supported by 75% of the Full Members present at the General Assembly, new and urgent matters and or minor amendments to previously circulated items may be added to the Agenda.

3.3. Deadlines

Actions	Elective General Assembly	Extraordinary General Assembly
Frequency of Meeting	Every 4 years	Upon request of the GA, the BOD or 20% of Full Members
Notice of Meeting mailed	4 Months	2 Months
Call for Nominations	4 Months	2 Months
Draft Agenda Mailed	4 Months	2 Months
Deadline for adding Agenda Points	3 Months	1 Months
Proposals to amend the Constitution or Bye-Laws mailed	3 Months	1 Months
Preparatory Documents and Final Agenda Mailed	2 Months	1 Month
Deadline for receipt of nominations for President and Secretary General	3 Months	15 days
Deadline for receipt of nominations for Board Members, Commissions and Financial Auditors/Officers	Nominations from the floor may be considered	Nominations from the floor may be considered
Meeting Minutes Mailed	2 Months after the closing of the meeting	

BOD: Board of Directors
 NA: Not Applicable

3.4. Composition

Voting Members

- Each Full Member may only be represented at a General Assembly by persons who are members of the Full Member.

- Each present Full Member organisation has one vote.
- Each present Full Member organisation may carry one proxy vote from one other Full Member organisation who is absent. The proxy must be in writing on forms issued by the ILS-Africa Secretary General and shall be presented at the beginning of the General Assembly to the Secretary General. The proxy is only used to establish a quorum.
- The representative of the Full Member carrying the votes of that Member shall present an official document stating the person's rights to vote on behalf of that Full Member.

Non-Voting Members

Non-voting Members include: Associate, Corresponding, Individual and Honorary Members, ILS-Africa Directors, Members of Commissions, ILS-Africa Staff, Partners and Guests.

3.5. Agenda

A typical agenda is as follows:

1. Welcome.
2. Roll Call – Quorum (validity of meeting)
3. Approval of the Agenda
4. Approval of the Minutes of the former ILS-Africa General Assembly
5. Adoption of past activity reports
6. Approval of the audited/certified financials of the previous years
7. Release the Board of Directors and the Financial Auditors of responsibilities for the previous Financial Year
8. Approval of forecast budgets
9. Approval of modifications of the ILS-Africa Constitution (Statutes)
10. Approval of modifications of the ILS-Africa Bye-Laws
11. Motions received from Full Members (at least 2 months prior to Assembly) and from Board Members (at least 1 months prior to Assembly)
12. Statutory Elections
13. Conclusion

3.6. Voting

- A. Votes that are not by secret ballot shall be done with YES – NO – ABSTENTION cards/ballots.
- B. Votes in all ILS-Africa meetings regarding persons shall in principle be by secret ballot. The General Assembly and the Board of Directors have the possibility to refrain from voting by secret ballot. The request for a secret ballot on any other issue by any voting representative of a Full Member shall be sufficient to require a secret ballot.
- C. The voting Members shall designate individuals without voting rights to officiate as "ballot tellers". Ballots which are blank (no vote) or do not address the issue being voted upon are not taken into consideration in determining whether the required majority is achieved.
- D. The ballot tellers alone are authorised to participate in the telling of the ballots. At the end of each count, the poll sheet is handed over to the President (or other chairperson if the President is not present) who indicates and declares the result of the vote.
- E. Procedures for voting and recording votes shall be recorded in the Minutes. The General Assembly may resolve after the declaration of any ballot that the ballot papers be destroyed by the ballot tellers.
- F. A vote once cast cannot be changed or withdrawn.
- G. Any tied ballot (postal or otherwise) will be resubmitted to the relevant General Assembly for voting again. If the ballot remains tied after the second vote the President may exercise a casting vote, in which case the President's vote shall be the deciding vote.

3.7. Extraordinary General Assembly

- A. An Extraordinary General Assembly shall be convened upon the request of the Board of Directors or upon the request of at least 20% of the Full Members.
- B. The Assembly shall meet on a date and at a venue to be determined by the Board of Directors or otherwise in accordance with these Bye-Laws.
- C. The draft agenda shall be composed by the Board of Directors.

4. BOARD OF DIRECTORS

4.1. General

- A. The authority of the ILS-Africa Board of Directors is defined in the ILS-Africa Constitution.
- B. A person nominated by a Full Member to be an ILS-Africa Director must be a member, officer, or official representative in the Full Member.
- C. A Full Member nominating an ILS-Africa Director shall be deemed to have made a commitment to provide financial and such other support necessary to enable that Director to attend Board of Directors meetings and General Assemblies, and to carry out all reasonable duties and responsibilities of their office.
- D. ILS-Africa Directors shall, when participating in an ILS-Africa Board of Directors meeting, act in the general good and interest of all Members of ILS-Africa.
- E. The costs of attendance of ILS-Africa Directors are the obligation and responsibility of their nominating Full Member. The ILS-Africa Board of Directors may approve reimbursement of reasonable expenses for the ILS-Africa President and the ILS-Africa Secretary General and may exceptionally approve other ILS-Africa Directors' expenses provided that said expenses are within approved budget limits. The ILS-Africa Secretary General will approve staff payments and expenses in accordance with the budget and ILS-Africa policies.
- F. ILS-Africa Directors shall declare a possible conflict of interest and any position they hold in a Member Organisation whether as office bearer, director or a paid appointee (whether employee or contractor).

4.2. Composition

- A. The ILS-Africa Board of Directors is composed of the ILS-Africa President, the ILS-Africa Secretary General, the ILS-Africa Vice-Presidents and the ILS-Africa Directors.
- B. Other than the ILS-Africa President and the ILS-Africa Secretary General, ILS-Africa Directors including the ILS-Africa Vice-Presidents must belong to different Full Members.

4.3. Nominations

- A. Nominations for ILS-Africa President, ILS-Africa Vice-Presidents, ILS-Africa Secretary General and other ILS-Africa Directors shall be called by the ILS-Africa Secretary General from the ILS-Africa Full Members.
- B. Each Full Member may nominate only one person for election to the positions of ILS-Africa President and ILS-Africa Secretary General.
- C. Nominations should include:
 - A Nominating Form from the Full Member proposing the nomination and confirming the membership of the nominee to the Full Member.
 - A maximum three-page curriculum vitae of the nominee with emphasis upon their special skills or expertise.
- D. Nominations must be received at least three (3) months before the start of the General Assembly.
- E. The list of nominees is sent by the ILS-Africa Secretary General, together with the preparatory documents to the Members of the General Assembly.

4.4. Elections

- A. Elections of the ILS-Africa President and the ILS-Africa Secretary General shall be by secret and exhaustive ballot until one candidate receives more than 50% of the votes cast.
- B. Before the election the General Assembly shall decide about the number of ILS-Africa Vice-Presidents and other ILS-Africa Directors. The elections shall be by secret ballot.

4.5. Election Procedures

The elections are done at a General Assembly by a simple majority (50%+ 1 votes) of the votes cast. The following procedure shall apply:

- A. If only one nomination is received for the position to be filled, then the individual nominated shall be elected without the need for a vote unless two or more Full Members request that a vote be taken.
- B. If there are more than one nominee, ballot papers listing all nominees in alphabetical order shall be distributed and each Full Member shall indicate by marking one box indicating their preferred nominee.
- C. Any ballot paper on which more than one preference is indicated or the preference is not clear shall be declared "void" and shall be disregarded.
- D. If a nominee receives a simple majority of the votes cast (50% +1), that person is elected.
- E. If no nominee received a majority of the votes cast, then the nominee who received the least number of votes is eliminated from the election and a second ballot conducted amongst the remaining nominees.
- F. The process continues until a nominee has received a majority of votes.
- G. If there is a tie between the nominees with the least number of votes, both nominees shall remain on the next ballot. If the tie reoccurs on the next ballot the nominee to be eliminated shall be determined by lot drawing.
- H. Elections for the position of ILS-Africa President shall be conducted first, followed by elections for the position of ILS-Africa Secretary General.
- I. There is no limit on the number of terms an officer or ILS-Africa Director may serve.

4.6. Replacements

- A. If the ILS-Africa President cannot carry out the duty of President or resigns before the end of the term of office, the ILS-Africa President will be replaced, until the next General Assembly, by one of the ILS-Africa Directors, as determined by the ILS-Africa Board of Directors. The ILS-Africa Secretary General shall assume the ILS-Africa President's duties until the ILS-Africa Board of Directors has made its determination.
- B. If the ILS-Africa Secretary General cannot carry out the duty of ILS-Africa Secretary General or resigns before the end of the term of office, the ILS-Africa Secretary General will be replaced, until the next General Assembly, by one of the ILS-Africa Directors, as determined by the Board of Directors. The ILS-Africa President shall assume the ILS-Africa Secretary General's duties until the Board of Directors has made its determination.
- C. An ILS-Africa Director will automatically be considered to have resigned as a ILS-Africa Director on:
 - Death.
 - Submission of a letter of resignation.
 - Notification by the Full Member who nominated the Director that the Director is no longer supported by the Full Member.

4.7. Voting rights

- A. Each ILS-Africa Director has one vote on any question. The ILS-Africa President (Chair) shall have a vote only in the case of a tie at voting by call.
- B. If a Regional Director is absent the vote is lost.

4.8. Frequency – Dates – Location

- A. The Board of Directors shall preferably meet once a calendar year on a date and at a location as determined by the Board of Directors.
- B. Meetings of the Board of Directors shall be held in various locations which reflect the African nature of ILS-Africa and/or upon the request or invitation of its Members. All efforts should be made by the Board of Directors and/or hosting organisation to cover the costs of such meetings by sponsorship.
- C. An additional Board of Directors meeting will be convened upon the initiative of the President or upon the written request of at least 50% of the Directors.

4.9. Calling of a Meeting

- A. The calling of a Board of Directors meeting is made by the notice of meeting which includes the dates, the location and the draft agenda and any other such information considered necessary and useful.
- B. Unless under exceptional circumstances, the notice of meeting together with the draft agenda will be dispatched to all Directors by the ILS-Africa Secretary General at least two months before the start of the Board of Directors meeting by electronic means.
- C. All matters to be placed on the agenda of a Board of Directors meeting must be submitted to the Secretary General at least one month before the date fixed for the meeting.
- D. Unless under exceptional circumstances, the preparatory documents will be dispatched to all Directors at one month before the start of the Board of Directors meeting by electronic means.
- E. Urgent or late agenda items not pre-circulated to the Board of Directors with the agenda may only be considered by the Board of Directors if a 2/3 majority vote supports the matter being added to the agenda as a late item of business.

4.10. Presence

The following may attend a Board of Directors meeting:

- A. With speaking and voting rights: the ILS-Africa Directors.
- B. Without voting rights but with speaking rights, subject always to the consent of the Chair: all others.

4.11. Decisions

- A. Questions arising at a Board of Directors meeting shall be decided by a simple majority of votes (50%+1).
- B. Addition of late or urgent items of business to the Board agenda requires a 2/3 majority vote.

4.12. Voting Procedures

- A. Votes that are not by secret ballot shall be done with YES – NO – ABSTENTION cards/ballots.
- B. Any vote relating to (a) person(s) shall be by secret ballot.
- C. A secret ballot may be requested on any decision by any individual entitled to vote on that decision. The request for a secret ballot by any individual shall be sufficient to require a secret ballot.
- D. Procedures for voting and recording votes at meetings shall be recorded in the Minutes.
- E. A vote once cast cannot be changed or withdrawn.

4.13. Minutes

Minutes of Board of Directors meetings shall be recorded by the ILS-Africa Secretary General or a person the Secretary General may designate and issued to all Members within two months of the conclusion of the Board of Directors meeting.

4.14. Delegation of Powers

- A. Within the framework of the authority provided in the ILS-Africa Constitution and these ILS-Africa Bye-Laws the Board of Directors may delegate management of its day-to-day affairs to the ILS-Africa President, the ILS-Africa Secretary General or one or several of the ILS-Africa Directors or to agents.
- B. No person may execute a contract on behalf of the ILS-Africa without approval of the ILS-Africa Board of Directors.
- C. The Board of Directors may authorise any member of the Board of Directors to execute a contract on behalf of the ILS-Africa. Normally, contracts will be executed by both the ILS-Africa President and ILS-Africa Secretary General. If one of them or both have a possible conflict of interest or some other hindrance to fulfil this task, the Board of Directors shall decide which ILS-Africa Director(s) shall be empowered to act on behalf of ILS-Africa.
- D. The Board of Directors may establish, by policy, circumstances under which contracts for routine services below a specific value, length, or other specific criteria may be executed by a person the Board of Directors may authorise without individual approval of the contract by the Board of Directors.
- E. Legal advice should always be sought prior to the signing of any contract

5. THE AFRICAN DIRECTORS ON THE BOARD OF DIRECTORS OF THE ILS

- A. Elections of the ILS-Africa Directors of the ILS Board of Directors may be by secret ballot.
- B. Nominations for ILS-Africa Directors willing to sit on the ILS Board of Directors shall be called by the ILS-Africa Secretary General from the Full Members who desire to nominate persons to this office.
- C. Each Full Member may nominate one person to this office.
- D. Nominations should include a brief record of the nominee with emphasis upon the special skills or expertise for the ILS Board of Directors.
- E. Nominations should be received at least three months before the scheduled date of the commencement of the ILS-Africa General Assembly.

6. COMMISSIONS

6.1. Creation

The ILS-Africa Board of Directors may decide upon the creation and dissolution of ILS-Africa Commissions and define their duties, obligations, timelines, responsibilities, composition, frequency of meetings, tasks and working procedures.

6.2. Composition

If Commissions are created, the following principles apply:

- A. A Commission is composed of a Chair, a Secretary and voting Members.
- B. The Chair of the Commission and no less than 50% of the members must be members of a Full Member Organisation.
- C. A Full Member may nominate one male and/or one female to the positions of Chair or Secretary of each Commission.
- D. Any Member Organisation may nominate one male and one female to the positions of Member of each Commission.

- E. The Chair and Secretary must be from different Full Member Organisations.
- F. The Commission Chair is appointed by the Board of Directors.
- G. Upon recommendation of the Chair, the Board of Directors approves the appointment of the Commission Secretary and Voting Members.
- H. A Commission Chair can also propose additional non-voting, skill-based experts to the Commission.
- I. Commission Chairs, Secretaries and Voting Members have voting rights.
- J. A Director is not eligible to be a Commission Chair or Secretary whilst remaining a Director. A Director can be a Voting Member of at the maximum one Commission.
- K. The President and Secretary General are ex-officio, non-voting members of all Commissions and Committees.
- L. There shall be not more than two Members with voting rights in a Commission of the same Member Organisation, preferably one of each gender.

6.3. Term of Office

- A. The Board of Directors shall determine the term of office of the Commissions, the normal term being approximately four years.
- B. If a Commission Member is in the reasonable opinion of the Commission Chair not contributing to the Commission, the Commission Chair may remove the Member.
- C. Where a Commission member is relieved from their function as a member of a Commission they shall be notified in writing by the ILS-Africa Secretary General.
- D. The Board of Directors, upon recommendations from a Commission Chair, shall be responsible for appointing a replacement for Commission members who have vacated or been removed from their position.

6.4. Nominations and Appointments

- A. Nominations shall be called by the ILS-Africa Secretary General from Member Organisations.
- B. To be valid, nominations should include:
 - A nominating form from the Member Organisation proposing the nomination and confirming the membership of the nominee to the Organisation.
 - A maximum three-page curriculum vitae of the nominee with emphasis upon their special skills or expertise for the Commission nominated.
- C. Nominations shall be received at least one month before the scheduled date of the commencement of the General Assembly. Notwithstanding the above, the Board of Directors may consider nominations which are received up to the time of determining Commission membership.
- D. The Secretary General shall circulate details of all nominees to the Board of Directors with the preparatory documents or upon receipt.
- E. As soon as possible after elections at the General Assembly, the Board of Directors shall confer and appoint Commission Chairs, Secretaries and Voting Members.

6.5. Operating Procedures

- A. Meetings of Commissions may be in person, by telephone or other electronic means. Commission Chairs shall determine the conduct and procedure of a Commission meeting. All members shall be given at least 15 days' notice to allow them to participate. Special consideration should be given to holding face to face meetings in conjunction with an ILS-Africa activity of a similar nature and/or upon the request and invitation of ILS-Africa Member Organisations.
- B. At least 50% of Commission members must be present (in person or telephonically) to constitute a quorum for a meeting. If the 50% quorum is not reached the decisions must be referred to the body to which it reports for ratification before any related action is taken.

6.6. Voting

Decisions within Commissions will generally be made by consensus. If a formal vote is requested by a member, each voting member, including the Chair shall be entitled to one vote. In the case of a tie the Chair will determine whether further work should be undertaken or to refer the item to the Board of Directors for decision.

6.7. Minutes of Meetings

The minutes of the meetings must be circulated to the ILS-Africa Secretary General within 60 days of conclusion of that meeting. Directors shall receive the copies of Commission Minutes. Actions/recommendations requiring the approval of the Board of Directors shall be presented to the Board of Directors in a written motion(s).

6.8. Obligations and responsibilities

ILS-Africa will not be responsible for any costs associated with attendance at Commission meetings. Commission Members shall be responsible for their own costs for attendance at meetings and other costs associated with their role. Nominating organisations are strongly encouraged to fund the participation of their nominees.

7. ZONES

- 7.1. In order to promote closer relationships and activities within the African Region, the ILS-Africa General Assembly can create Regional Zones which are part of and subject to the jurisdiction of ILS-Africa. They shall:
 - Actively support and comply with the ILS-Africa legislation.
 - Report annually to the ILS-Africa Board of Directors on essential information such as:
 - Activities in the zone.
 - Accomplishments since last report.
 - Finance.
- 7.2. A lifesaving organisation cannot be a Member of a Regional Zone without being a Member of ILS and ILS-Africa.
- 7.3. Regional Zones will actively support and implement the current policies and procedures of ILS-Africa and are not permitted to issue or implement policies that may impinge on other Zones or Member organisations. In emergency circumstances only (e.g., changes to legal requirements) the ILS-Africa Board of Directors may approve an interim exception to these provisions until such time as the policy(ies) and procedures of the Zone and ILS-Africa can be aligned. To ensure clarity, the ILS-Africa Board of Directors approval must be received in advance of a Zone implementing any policy or procedure that does not comply with ILS-Africa policies and procedures or those that may affect other Zones or Member organisation.

8. FINANCES

- 8.1. The General Assembly shall elect or appoint the Internal Financial Officers/Auditors of ILS-Africa for a defined term. The Board of Directors shall monitor the activities of the Financial Officers/Auditors and if necessary or advisable, recommend replacement.
- 8.2. Audited/certified financial statements shall be prepared annually by 31 March of the year following the close of the Financial Year.
- 8.3. The audited/certified financial statements shall be distributed by the ILS-Africa Secretary General to the Board of Directors by 31 May of the year following the close of the Financial Year.
- 8.4. All financial statements and proposals with financial terms shall show amounts in Euro.
- 8.5. The Regions will be required to submit annual financial statements to the Board of Directors in conjunction with the Region's annual report.
- 8.6. Acceptance of sponsorship, gifts, donations and subsidies shall be subject to the ILS-Africa policies.
- 8.7. Subject to proper control and measures to prevent any abuse or misappropriation of funds or breach of trust, the ILS-Africa President and/or ILS-Africa Secretary General shall

arrange for the opening and conducting of such banking, savings, investment and other accounts with a bank, in the name of ILS-Africa, as may be required from time to time.

9. POSTAL/ELECTRONIC BALLOT

ILS-Africa may conduct business by electronic means where it is the preferred method of decision making. The same procedure will be used as described in the Bye-Laws of the ILS.

10. AMENDMENTS TO THE CONSTITUTION AND BYE-LAWS

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

END OF DOCUMENT

APPENDIX A. GLOSSARY

ILS means The International Life Saving Federation.

ILS-Africa means The International Life Saving Federation - Africa.

FIS means Fédération Internationale de Sauvetage Aquatique.

WLS means World Life Saving.

IOC means International Olympic Committee.

Intellectual Property means all rights, business names, names, trademarks, logos, designs, patents or service marks relating to ILS-Africa or any event, competition or activity of or conducted, promoted or administered by ILS-Africa.

Policy means decisions adopted by ILS-Africa for the good management of the organisation. Policies are generally binding on members and controls the way ILS-Africa operates. Policies includes guidelines, rules, technical standards, procedures and are subject to the Constitution and Bye-Laws.

Position Statement means an expert advice which is internal to ILS-Africa but has impacts outside ILS-Africa. Position Statements are not binding members and may be used to set future ILS-Africa direction or establish policies.

Non-profit means an organisation that does not distribute its surplus funds to owners or shareholders, but instead uses them to help pursue its goals.

Bye-Laws approved by the African Full Members through an electronic ballot in 2013. Amendments approved at the Elective General Assembly held on 04/09/2016. Administrative and minor changes approved in 2018.